

1 **KANE LAW FIRM**

2 Brad S. Kane (SBN 151547)
3 *bkane@kanelaw.la*
4 1154 S. Crescent Heights. Blvd.
5 Los Angeles, CA 90035
6 Tel: (323) 697-9840; Fax: (323) 571-3579

7 Trey Brown (SBN 314469)
8 *trey.brown@vixenmediagroup.com*

9 11271 Ventura Blvd. #717
10 Studio City, CA 91604

11 *Attorneys for Defendants*

12 VXN GROUP LLC and MIKE MILLER

13 **BIBIYAN LAW GROUP, P.C.**

14 David D. Bibiyan (SBN 287811)
15 *david@tomorrowlaw.com*

16 Sarah H. Cohen (SBN 330700)
17 *sarah@tomorrowlaw.com*

18 1460 Westwood Blvd.
19 Los Angeles, CA 90024
20 Tel: (310) 438-5555; Fax: (310) 300-1705

21 Attorneys for MACKENZIE ANNE THOMA, on behalf of herself
22 and all others similarly situated

23 **UNITED STATES DISTRICT COURT**
24 **CENTRAL DISTRICT OF CALIFORNIA**
25 **WESTERN DIVISION**

1 MACKENZIE ANNE THOMA,
2 a.k.a. KENZIE ANNE, an
3 individual and on behalf of all
4 others similarly situated,
5 Plaintiff,
6 v.
7 VXN GROUP, LLC, a Delaware
8 limited liability company; MIKE
9 MILLER, an individual; and DOES
10 1 to 100, inclusive,
11 Defendants.

Case No. 2:23-cv-04901 WLH (AGRx)

**JOINT APPENDIX OF EVIDENCE
REGARDING DEFENDANTS'
MOTION FOR SUMMARY
JUDGMENT**

**VOLUME I of IV
Exhibits 1–17
Page 1 - 317**

[Filed concurrently with: (1) Notice of Motion and Motion for Summary Judgment; (2) Joint Brief; (3) Joint Appendix of Facts; (4) Joint Appendix of Objections; and (5) Proposed Order]

Date: February 28, 2025
Time: 11:00 a.m.
Courtroom: 9B

KANE LAW FIRM
1154 S. Crescent Heights Blvd.
Los Angeles, CA 90035

1
2
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KANE LAW FIRM
1154 S. Crescent Heights Blvd.
Los Angeles, CA 90035

Dated: January 10, 2025

KANE LAW FIRM

By: /s/ Brad S. Kane
Brad S. Kane
Attorney for Defendants

Dated: January 10, 2025

BIBIYAN LAW GROUP, P.C.

By: /s/ Rafael Yedoyan
Rafael Yedoyan
Attorney for Plaintiff

EXHIBIT 1

1 **KANE LAW FIRM**
2 Brad S. Kane (SBN 151547)
3 bkane@kanelaw.la
4 1154 S. Crescent Heights. Blvd.
5 Los Angeles, CA 90035
6 Tel: (323) 697-9840
7 Fax: (323) 571-3579

6 Trey Brown (SBN 314469)
7 trey.brown@vixenmediagroup.com
8 11337 Ventura Blvd.
Studio City, CA 91604

9 | *Attorneys for Defendants*
10 | VZN GROUP LLC and MIKE MILLER

**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION**

14 MACKENZIE ANNE THOMA,
15 a.k.a. KENZIE ANNE, an
16 individual and on behalf of all
others similarly situated.

17 Plaintiff,

V.

VXN GROUP LLC, a Delaware limited liability company; MIKE MILLER, an individual; and DOES 1 to 100, inclusive,

21 Defendants.

Case No. 2:23-cv-04901 WLH (AGRx)

**DECLARATION OF EMILIE
KENNEDY IN SUPPORT OF
DEFENDANTS' MOTION FOR
SUMMARY JUDGMENT**

Complaint Filed: April 20, 2023
Removed: June 21, 2023

1 I, Emilie Kennedy, hereby declare as follows:

2 1. I am an attorney licensed to practice law in the State of Florida and
3 in the State of California as registered in-house counsel. I am General Counsel
4 for Defendant VZN Group, LLC (“VZN”). I am personally familiar with, and, if
5 called upon, could and would testify to the facts contained herein from my
6 personal knowledge.

7 2. In my capacity as General Counsel, I am responsible for ensuring
8 that VZN maintains accurate and complete records of its regularly conducted
9 activities. I was also responsible for overseeing the production of documents in
10 the above captioned case and I reviewed each document prior to it being produced
11 to Plaintiff’s counsel.

12 3. Pursuant to Federal Rules of Evidence 803(6) (Records of regularly
13 conducted activity) and 902(11) (Certified domestic records or regularly
14 conducted activity), I hereby certify that the records produced by VZN Group,
15 LLC to Plaintiff’s counsel during discovery production including but not limited
16 to emails, slack messages, text messages, production reports, and other motion
17 picture film production related documents were made contemporaneously with
18 the transactions and events stated therein by, or from information transmitted by,
19 someone with knowledge of the facts; and were kept by VZN in the course of
20 regularly conducted activity; and were made as part of the regular practice of that
21 activity. The records produced are exact duplicates of the original records.

22 4. Pursuant to Fed. R. Evid. 901(b)(1), I certify that each of the motion
23 pictures that Plaintiff filmed with VZN has Plaintiff in a featured role with
24 speaking lines. Additionally, of the movies that were released for sale, all of the
25 movies are registered with the United States Copyright Office and are available
26 on the corresponding brand’s websites. The still photographs are not registered
27 separately because they are not intended to be sold separately from the motion

KANE LAW FIRM
1154 S. Crescent Heights Blvd.
Los Angeles, CA 90035

1 pictures or otherwise commercially used. I know this because I oversee all
2 copyright registrations and I reviewed each of the motion pictures prior to signing
3 this declaration and confirmed they are the same as the deposit copies sent to the
4 United States Copyright Office. The certificates from the United States Copyright
5 Office are on Exhibit 2. For the motion pictures that were not released, I reviewed
6 the raw footage except as stated below for the production on 7-15-22. The scripts,
7 where applicable, are on Exhibit 3¹.

8 5. Pursuant to L.R.79-4, each of the motion pictures contains legal
9 pornographic content that is available to the public for sale. Because L.R. 79-4
10 prevents the submission of pornographic material, Defendants have not lodged
11 the motion pictures as an Exhibit pursuant to L.R. 11-5.1. Instead, Defendants
12 have attached safe for work (“SFW”) screenshots from the motion pictures with
13 the exception of 7-15-22 where, becuase the motion picture was never released,
14 VXN is unable to locate the the raw footage. Instead, shots of the stills of Plaintiff
15 in character for the motion picture are included instead. All of the screen shots are
16 contained on Exhibit 4. Additionally, the production report from 7-15-22 is
17 attached as Exhibit 5. In the event the Court finds it useful to review the motion
18 pictures to adjudicate Defendants’ Motion for Summary Judgment, I will
19 promptly submit copies of the motion pictures to the Court and follow any
20 guidelines the Court deems proper.

21 6. VXN produces movies for commercial distribution through online
22 subscriptions to the Vixen Group brand of websites, DVDs, third-party distributors,
23 cable television and via international distribution channels. I know this because I
24

25 ¹ Some of the motions pictures for the brands Slayed.com and Blackedraw.com
26 (“Tier 2 Brands”) aimed for a more informal casual atmosphere where the actors
27 determined their lines and character while rehearsing the movie. Because of this,
28 there was not a formal script but instead a creative concept that the actors
developed through their performances.

am familiar with the company's distribution process, and have drafted or reviewed the third-party distribution agreements.

7. VXN's "type of business" listed on the California Secretary of State Statement of Information is "film production". A true and correct copy of the California Secretary of State, Statement of Information for 2022 and 2024 is attached as Exhibit 6.

8. VXN's motion pictures have won several awards. The adult film industry's most notable awards are the X-Biz awards and the AVN awards. Collectively, between VXN's films and its production staff, VXN has won 55 AVN awards and 25 XBiz awards during the time Plaintiff acted in VXN's motion pictures.

9. Plaintiff starred in 18 motion pictures for VXN. Of those, five were not released. Details of each motion picture Plaintiff stared in are set forth below:

a. 12-09-20: Plaintiff's first film was a collaboration between Eats, a creative company run by Chris Applebaum featuring Plaintiff and VXN. It was released on April 30, 2021 through Vixen.com and titled "Breaking Through". Plaintiff was paid \$10,000 and it was directed by Chris Applebaum.

b. 2-27-21: Shot over two days, Plaintiff's second film was released on May 22, 2021 via Blacked.com and titled "This is Not A Drill". Plaintiff was paid \$15,000 and it was directed by Chris Applebaum.

c. 4-1-21: Plaintiff's third film was released on Slayed.com on August 12, 2021 and titled "Defiance." Plaintiff was paid \$3,000 and it was directed by Laurent Sky.

d. 5-5-21: Plaintiff's fourth film was released on July 29, 2021 and titled "Florentine Part 1" for Deeper.com. Plaintiff was paid \$500 because she did not engage in a sex scene and did not appear until the end of the film to

1 tease the audience about the sequel – Florentine Part 2, which she stars in. It was
2 directed by Kayden Kross.

3 e. 5-6-21: Plaintiff's fifth film was released on February 10,
4 2022 and titled "Sex Without Love" via Deeper.com. Plaintiff was paid \$3,500
5 and it was directed by Kayden Kross.

6 f. 6-29-21: Plaintiff's sixth film was never released. Plaintiff was
7 paid \$1,500. The film was titled "Disco" and directed by Laurent Sky.

8 g. 7-28-21: Plaintiff's seventh film was released on September 9,
9 2021 and titled "Primal Heat" for Slayed.com. Plaintiff was paid \$1,500. It was
10 directed by Laurent Sky.

11 h. 7-29-21: Plaintiff's eighth film was released on August 30,
12 2021 and titled "Absolute Dime" for Blackedraw.com. Plaintiff was paid \$3,100
13 and it was directed by Derek Dozer.

14 i. 8-28-21: Plaintiff's ninth film was released on November 11,
15 2021 and titled "Florentine Part 2" for Deeper.com. It is the sequel to (d) above
16 and directed by Kayden Kross. Plaintiff was paid \$3,000.

17 j. 10-30-21: Plaintiff's tenth film was released on December 17,
18 2021 and titled "Should I Stay". It was directed by Laurent Sky for Vixen.com
19 and Plaintiff was paid \$5,000.

20 k. 12-11-21: Plaintiff's eleventh film was released on May 23,
21 2022 and titled "Looking for Trouble". It was directed by Derek Dozer for
22 Blackedraw.com and Plaintiff was paid \$4,000.

23 l. 1-25-22: Plaintiff's twelfth film was released on October 20,
24 2022 and titled "Tailor Made". It was directed by Kayden Kross for Deeper.com
25 and Plaintiff was paid \$5,000.

26

27

28

m. 3-28-22: Plaintiff's thirteenth film was not released. However, it was filmed in the Turks and Caicos and directed by Julia Grande. Plaintiff was paid \$5,000.

n. 3-29-22: Plaintiff's fourteenth film was released on June 26, 2022 and titled "Heiress" for Tushy.com. It was also filmed in the Turks and Caicos and Plaintiff was paid \$5,000. It was directed by Julia Grande.

o. 4-3-22: Plaintiff's fifteenth film was released on August 27, 2022 and titled "Sweat". It was directed by Laurent Sky and released on Blacked.com. Plaintiff was paid \$5,000.

p. 4-22-22: Plaintiff's sixteenth film was titled "Release" however it ultimately was not released. It was filmed by Kayden Kross for Deeper.com and Plaintiff was paid \$5,000.

q. 5-23-22: Plaintiff's seventeenth film was also not released. It was filmed for Slayed.com and directed by Laurent Sky. Plaintiff was paid \$1,500

r. 7-15-22: Plaintiff's eighteenth film was also not released. It was filmed for Blackedraw.com and directed by Derek Dozer. Plaintiff was paid \$5,000. The concept for the movie was: "Kenzie and Jaimes' husbands are away for the weekend so the girls go to a club. They leave the club and they don't want the night to end so Kenzie invites Jaime over. Hard cut to later in the night on the couch. They kiss and Kenzie decides to text the guys. (TEXT BUBBLES) Hard cut from kiss straight into iPhone BJ/Ringlight Hardcore." A true and correct copy of the production report can be found at Exhibit 5.

10Plaintiff was paid for each motion picture regardless of whether it
was released or not. I know this because I personally reviewed all the payment
records with the VZN accounting department. The wire information capturing
the payments to Plaintiff by VZN is contained in the Declaration of Belen

1 Burditte, Exhibit 21. Four of the movies filmed on 8-28-21(i); 1-25-22 (l);
2 3-28-22 (m); 4-22-22(o) were paid to Plaintiff by third-party companies VXN
3 contracted with to co-produce the movies. For these four movies I specifically
4 confirmed that payment was paid to Plaintiff by the third-party producers by
5 reviewing applicable records such as copies of checks or wire payments.

6 11. During the years that Plaintiff appeared in Defendants' films, she
7 was either nominated for or won 11 awards in the industry for her appearance in
8 motion pictures, all of which involved professional acting, and four of which
9 involved professionally acting in VXN's films.

10 12. Plaintiff's Vixen Angel promotional film and photo shoot was filmed
11 on September 8, 2021. Screenshots from Plaintiff's Vixen Angel movie are on
12 Exhibit 4 pages 25-27. In the past, Vixen Angels have won important awards in
13 the industry, including Performer of the Year. Additionally, VXN traditionally
14 throws a party in honor of the Vixen Angel. A true and correct copy of Plaintiff's
15 text message to a VXN employee from the night after filming is attached as
16 Exhibit 7.

17 13. Attached hereto as Exhibit 8 is a true and correct copy of excerpts
18 from the Deposition of Basia Lew.

19 14. Attached hereto as Exhibit 9 is a true and correct copy of research
20 materials produced Legislative Intent Service concerning the legislative history of
21 Wage Order 12 and the professional actor exemption. Exhibit 9 is accompanied
22 and verified by the Declaration of Jenny Lillge.

23 I declare under penalty of perjury that the foregoing is true and correct.

24 Executed on December 21, 2024, at Los Angeles, California.

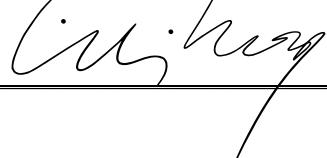
25 
26 /s/
27

EXHIBIT 2

Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.



United States Register of Copyrights and Director

Registration Number

PA 2-299-685

Effective Date of Registration:

June 03, 2021

Registration Decision Date:

July 01, 2021

Title

Title of Work: Breaking Through

Completion/Publication

Year of Completion: 2021
Date of 1st Publication: April 30, 2021
Nation of 1st Publication: United States

Author

- Author:** VNX Group, LLC
Author Created: production, direction, script/screenplay, cinematography
Work made for hire: Yes
Domiciled in: United States

- Author:** Kode Shop, LLC
Author Created: editing
Work made for hire: Yes
Domiciled in: United States

Copyright Claimant

Copyright Claimant: Strike 3 Holdings, LLC
2140 S. Dupont Hwy, Camden, DE, 19934, United States
Transfer statement: By written agreement

Certification

Name: Emilie Kennedy
Date: June 03, 2021

000383

Page 2 of 2

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Page #4656

Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

The handwritten signature of Shira Perlmutter, United States Register of Copyrights and Director.

United States Register of Copyrights and Director

Registration Number

PA 2-295-591

Effective Date of Registration:

June 09, 2021

Registration Decision Date:

June 09, 2021

Title

Title of Work: This Is Not A Drill

Completion/Publication

Year of Completion: 2021
Date of 1st Publication: May 22, 2021
Nation of 1st Publication: United States

Author

- **Author:** VZN Group, LLC
Author Created: production, direction, script/screenplay, cinematography
Work made for hire: Yes
Domiciled in: United States

- **Author:** Kode Shop, LLC
Author Created: editing
Work made for hire: Yes
Domiciled in: United States

Copyright Claimant

Copyright Claimant: Strike 3 Holdings, LLC
2140 S. Dupont Hwy, Camden, DE, 19934, United States
Transfer statement: By written agreement

Certification

Name: Emilie Kennedy
Date: June 09, 2021

Correspondence: Yes

000381

Page 2 of 2

Certificate of Registration



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United States Register of Copyrights and Director

Registration Number**PA 2-316-100****Effective Date of Registration:**

September 08, 2021

Registration Decision Date:

October 13, 2021

Title _____**Title of Work:** Defiance**Completion/Publication** _____

Year of Completion: 2021
Date of 1st Publication: August 12, 2021
Nation of 1st Publication: United States

Author _____

- **Author:** VZN Group, LLC
Author Created: production, direction, script/screenplay, cinematography
Work made for hire: Yes
Domiciled in: United States

- **Author:** Kode Shop, LLC
Author Created: editing
Work made for hire: Yes
Domiciled in: United States

Copyright Claimant _____

Copyright Claimant: Strike 3 Holdings, LLC
2140 S. Dupont Hwy, Camden, DE, 19934, United States
Transfer statement: By written agreement

Certification _____

Name: Emilie Kennedy
Date: September 08, 2021

~~CONFIDENTIAL~~

Certificate of Registration



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The handwritten signature of Shira Perlmutter, United States Register of Copyrights and Director.

United States Register of Copyrights and Director

Registration Number

PA 2-317-941**Effective Date of Registration:**
September 23, 2021**Registration Decision Date:**
October 25, 2021**Title** _____**Title of Work:** Florentine Part 1**Completion/Publication** _____**Year of Completion:** 2021**Date of 1st Publication:** July 29, 2021**Nation of 1st Publication:** United States**Author** _____

- **Author:** Counterlife Media LLC
- Author Created:** entire motion picture
- Work made for hire:** Yes
- Domiciled in:** United States

Copyright Claimant _____**Copyright Claimant:** Counterlife Media LLC
11271 Ventura Blvd, #717, Studio City, CA, 91604, United States**Certification** _____**Name:** Emilie Kennedy
Date: September 23, 2021

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Certificate of Registration



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United States Register of Copyrights and Director

Registration Number

PA 2-350-599Effective Date of Registration:
March 23, 2022Registration Decision Date:
May 23, 2022**Title** _____

Title of Work: Sex Without Love

Completion/Publication _____

Year of Completion: 2022
Date of 1st Publication: February 10, 2022
Nation of 1st Publication: United States

Author _____

- Author: Counterlife Media LLC
Author Created: entire motion picture
Work made for hire: Yes
Domiciled in: United States

Copyright Claimant _____

Copyright Claimant: Counterlife Media, LLC
11271 Ventura Blvd, #717, Studio City, CA, 91604, United States

Certification _____

Name: Emilie Kennedy
Date: March 23, 2022

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United States Register of Copyrights and Director



Registration Number

PA 2-320-424

Effective Date of Registration:

September 30, 2021

Registration Decision Date:

November 08, 2021

Title

Title of Work: Primal Heat

Completion/Publication

Year of Completion: 2021
Date of 1st Publication: September 09, 2021
Nation of 1st Publication: United States

Author

- Author: VNX Group, LLC
Author Created: production, direction, script/screenplay, cinematography
Work made for hire: Yes
Domiciled in: United States

- Author: Kode Shop, LLC
Author Created: editing
Work made for hire: Yes
Domiciled in: United States

Copyright Claimant

Copyright Claimant: Strike 3 Holdings, LLC
2140 S. Dupont Hwy, Camden, DE, 19934, United States
Transfer statement: By written agreement

Certification

Name: Emilie Kennedy
Date: September 30, 2021

~~CONFIDENTIAL~~

Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

A handwritten signature in black ink that reads "Shira Perlmutter".

United States Register of Copyrights and Director

Registration Number

PA 2-319-882

Effective Date of Registration:

September 30, 2021

Registration Decision Date:

November 04, 2021

Title _____**Title of Work:** Absolute Dime**Completion/Publication** _____**Year of Completion:** 2021**Date of 1st Publication:** August 30, 2021**Nation of 1st Publication:** United States**Author** _____

- **Author:** VNX Group, LLC
Author Created: production, direction, script/screenplay, cinematography
- Work made for hire:** Yes
Domiciled in: United States

- **Author:** Kode Shop, LLC
Author Created: editing
Work made for hire: Yes
Domiciled in: United States

Copyright Claimant _____**Copyright Claimant:** Strike 3 Holdings, LLC

2140 S. Dupont Hwy, Camden, DE, 19934, United States

Transfer statement: By written agreement**Certification** _____**Name:** Emilie Kennedy**Date:** September 30, 2021

Certificate of Registration



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United States Register of Copyrights and Director

Registration Number**PA 2-355-031****Effective Date of Registration:**

June 27, 2022

Registration Decision Date:

June 27, 2022

Title

Title of Work: Looking For Trouble

Completion/Publication

Year of Completion: 2022
Date of 1st Publication: May 23, 2022
Nation of 1st Publication: United States

Author

- **Author:** VZN Group, LLC
Author Created: production, direction, script/screenplay, cinematography
Work made for hire: Yes
Domiciled in: United States

- **Author:** Kode Shop, LLC
Author Created: editing
Work made for hire: Yes
Domiciled in: United States

Copyright Claimant

Copyright Claimant: Strike 3 Holdings, LLC
2140 S. Dupont Hwy, Camden, DE, 19934, United States
Transfer statement: By written agreement

Certification

Name: Emilie Kennedy
Date: June 26, 2022

Certificate of Registration



This Certificate issued under the seal of the Copyright Office in accordance with title 17, *United States Code*, attests that registration has been made for the work identified below. The information on this certificate has been made a part of the Copyright Office records.

A handwritten signature in black ink that reads "Shira Perlmutter".

United States Register of Copyrights and Director

Registration Number**PA 2-330-611****Effective Date of Registration:**

November 23, 2021

Registration Decision Date:

January 20, 2022

Title _____**Title of Work:** Florentine Part 2**Completion/Publication** _____

Year of Completion: 2021
Date of 1st Publication: November 11, 2021
Nation of 1st Publication: United States

Author _____

- **Author:** Counterlife Media LLC
- Author Created:** entire motion picture
- Work made for hire:** Yes
- Domiciled in:** United States

Copyright Claimant _____

Copyright Claimant: Counterlife Media, LLC
11271 Ventura Blvd, #717, Studio City, CA, 91604, United States

Certification _____

Name: Emilie Kennedy
Date: November 23, 2021

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United States Register of Copyrights and Director

Registration Number**PA 2-330-110****Effective Date of Registration:**

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Title _____**Title of Work:** Should I Stay**Completion/Publication** _____**Year of Completion:** 2021**Date of 1st Publication:** December 17, 2021**Nation of 1st Publication:** United States**Author** _____

- **Author:** VNX Group, LLC
Author Created: production, direction, script/screenplay, cinematography
Work made for hire: Yes
Domiciled in: United States

- **Author:** Kode Shop, LLC
Author Created: editing
Work made for hire: Yes
Domiciled in: United States

Copyright Claimant _____**Copyright Claimant:** Strike 3 Holdings, LLC

2140 S. Dupont Hwy, Camden, DE, 19934, United States

Transfer statement: By written agreement**Certification** _____**Name:** Emilie Kennedy**Date:** January 17, 2022

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Correspondence: Yes

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United States Register of Copyrights and Director

Registration Number**PA 2-389-316****Effective Date of Registration:**

November 22, 2022

Registration Decision Date:

January 09, 2023

Title _____**Title of Work:** Tailor Made**Completion/Publication** _____

Year of Completion: 2022
Date of 1st Publication: October 20, 2022
Nation of 1st Publication: United States

Author _____

- **Author:** Counterlife Media LLC
Author Created: entire motion picture
Work made for hire: Yes
Domiciled in: United States

Copyright Claimant _____

Copyright Claimant: Counterlife Media, LLC
11271 Ventura Blvd, #717, Studio City, CA, 91604, United States

Certification _____

Name: Emilie Kennedy
Date: November 22, 2022

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United States Register of Copyrights and Director

Registration Number**PA 2-373-768****Effective Date of Registration:**

October 05, 2022

Registration Decision Date:

October 05, 2022

Title _____**Title of Work:** Sweat**Completion/Publication** _____**Year of Completion:** 2022**Date of 1st Publication:** August 27, 2022**Nation of 1st Publication:** United States**Author** _____

- **Author:** VZN Group, LLC
Author Created: production, direction, script/screenplay, cinematography
Work made for hire: Yes
Domiciled in: United States

- **Author:** Kode Shop, LLC
Author Created: editing
Work made for hire: Yes
Domiciled in: United States

Copyright Claimant _____**Copyright Claimant:** Strike 3 Holdings, LLC

2140 S. Dupont Hwy, Camden, DE, 19934, United States

Transfer statement: By written agreement**Certification** _____**Name:** Emilie Kennedy**Date:** October 03, 2022

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The signature of Shira Perlmutter, United States Register of Copyrights and Director.

United States Register of Copyrights and Director

Registration Number**PA 2-359-467****Effective Date of Registration:**

July 22, 2022

Registration Decision Date:

July 25, 2022

Title _____**Title of Work:** Heiress**Completion/Publication** _____**Year of Completion:** 2022**Date of 1st Publication:** June 26, 2022**Nation of 1st Publication:** United States**Author** _____

- **Author:** Kode Shop, LLC

Author Created: editing**Work made for hire:** Yes**Domiciled in:** United States

- **Author:** VZN Group, LLC

Author Created: production, direction, script/screenplay, cinematography**Work made for hire:** Yes**Domiciled in:** United States**Copyright Claimant** _____**Copyright Claimant:** Strike 3 Holdings, LLC

2140 S. Dupont Hwy, Camden, DE, 19934, United States

Transfer statement: By written agreement**Certification** _____**Name:** Emilie Kennedy**Date:** July 22, 2022

EXHIBIT 3

INTRO SEQUENCE

The video opens with a 1-2 minute abstract sequence of the girls together cut to music (a SFW short Eats style music video, not limited to story continuity, can be used for scene promo for social media as well). The sequence introduces some of the themes and props we will see used later in the story sequence (champagne, fur, chandelier, etc).

INT - MASTER BATHROOM - EVENING / NIGHT

A series of tight close ups of the girls getting ready for an elegant night out dripping in YSL. Throughout, we hear some diegetic trendy music playing in the background.

As ALINA applies some red lipstick in the mirror, we see EMILY looking at her through the reflection with a cocky smile.

EMILY

So... are you going to tell me about this friend of yours that is taking us out tonight?

ALINA looks at EMILY through the reflection and can see her cocky demeanor - ALINA knows there's a tinge of jealousy from EMILY's tone and responds appropriately.

Without turning to face EMILY, ALINA takes her phone out of her clutch and unlocks it to KENZIE's IG page. She then slides the phone on the counter towards EMILY.

ALINA

Here. Check this babe out.

As ALINA continues to get ready, EMILY saunters over to the phone and picks it up. Her eyes light up immediately. ALINA smirks at EMILY's reaction.

ALINA

I know, right?

EMILY scrolls through KENZIE's profile, settling on a VIXEN modeling shot and opens it up.

ALINA

Dropped out of nursing school, became a fashion model, dabbled in some cam stuff...

EMILY nods along as ALINA talks.

ALINA
...and is now interested in porn. *

EMILY looks up at ALINA, taken back by this revelation.

EMILY
...really?

ALINA finishes her make-up and turns to EMILY for the first time.

ALINA
(dismissively)
Really. *

ALINA walks past EMILY to a jewelry box. She opens it up and sorts through some extravagant options.

ALINA
(in motion)
She's looking for some advice so she hit up Vixen. And now here we are. *

EMILY locks ALINA's phone and places it on the dresser that ALINA is in front of.

EMILY
...you think she has what it takes?

ALINA is struggling to put on some pearls, and EMILY helps her finish.

ALINA
...am I sensing some jealousy, EMILY?

EMILY's expression contradicts her answer.

EMILY
Not at all! Just curious...

ALINA walks away to the master closet next to the master bathroom, EMILY follows her with her eyes. *

After a beat, we hear a notification.

ALINA

That's her. Can you meet her at the elevator?

EMILY grabs ALINA's phone. INSERT of phone screen as EMILY types to KENZIE.

KENZIE: downstairs. you coming?

ALINA: come up. not ready

After responding, EMILY slyly opens IG and goes back to KENZIE's profile.

TIGHT of EMILY looking closely at KENZIE with intent. She bites her lip.

PRE-LAP

Elevator dings

INT - ENTRANCE - NIGHT

The elevator doors open and KENZIE comes out. She looks confident, stunning in her evening gown. She makes her way out of the elevator and into adjacent hallway.

The music from earlier can be heard but muffled and echoed from the distance. KENZIE makes her way down the hall, guided by the music. She walks with perfect posture like a fashion model.

INT - LIVING ROOM/"MASTER" - NIGHT

KENZIE enters the living room/"master" from elevator hallway area. We see the light of the chandelier start to creep in and the sounds of music getting louder.

TRACKING SHOT - KENZIE enters, walking towards the chandelier. In the distance, we see EMILY in the background laying on a couch, staring at KENZIE as she approaches, ready to pounce.

EMILY

You have the looks. I'll give you that.

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4.

TIGHT KENZIE POV as she continues to approach - we see EMILY sitting on couch staring seductively at KENZIE (directly at the camera). We get a clearer view of her outfit - the dress from earlier, but an additional fur on top with pearls.

EMILY
But porn is more than looks.

EMILY rises and inches towards KENZIE.

EMILY
...do you have what it takes?

KENZIE takes a second to size up the situation, looking EMILY up and down. Not intimidated by EMILY's advances, KENZIE ups the ante.

KENZIE
...why do you think I'm here?

KENZIE advances, she places her thigh firmly between EMILY's legs. Her face an inch away from EMILY's.

KENZIE kisses EMILY hard. EMILY kisses KENZIE back.

The girls grope and grab, undressing each other while their sexual prowess and energy carries them throughout the room.

Eventually, they make it to the couch and KENZIE gets the upper hand, taking charge of the situation showing just how adept she is. She goes down on EMILY with wild abandon.

As KENZIE goes down on EMILY, we hear the music from earlier turn off.

ALINA
(off-screen)
EM! Did KENZIE come up?

ALINA enters the living room/"master" from the hallway ready for a night out. She's holding a bottle of champagne and has a YSL purse/clutch hanging off her shoulder (emphasis on both props). She stops at the sight of KENZIE going down on EMILY in the living room/"master". The sight delights her.

After watching for a bit, ALINA breaks her silence.

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5.

ALINA

Good to see you've introduced
yourselves.

As ALINA makes her way from the hallway to the living room/ "master", confident and quickly, the camera follows her.

ALINA makes her way to the girls and positions herself next to EMILY, watching the action close up.

ALINA

So Emily, does she have what it takes?

EMILY

(breathlessly)

So far so good.

ALINA

Good to know...

ALINA kicks off her heels and extends her foot to KENZIE's face.

ALINA

...go on.

PRODUCTION NOTE: from here on out, improvise the majority of the dirty talk / taunting as they cycle through the various fetish actions and eventual full sex scene.

KENZIE worships ALINA's foot and leads to **foot fetish sequence**. After some foot play, she makes her way up ALINA's leg to her pussy and eats her out. Eventually, KENZIE makes her way to ALINA's other foot.

As this is going on, EMILY grabs the bottle of champagne ALINA brought in. As KENZIE starts on ALINA's other foot, EMILY opens **the bottle of champagne and pours it on ALINA's foot**. **KENZIE drinks the champagne as it flows from ALINA**.

Eventually, EMILY draws the attention back to her pussy. **She pours the champagne on it and makes sure KENZIE licks it all up.**

As this going on, ALINA leaves and returns **with two candles**. She places them aside before tossing KENZIE on the bed. EMILY ravages KENZIE within seconds, undressing KENZIE wildly. As this happens, **ALINA returns and hands a candle to EMILY**. **Hot wax sequence plays out.**

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6.

While ALINA continues to taunt KENZIE with the wax, she instructs EMILY to open her purse.

ALINA
EM. Be a dear and get what's in my purse.

EMILY grabs the purse that ALINA flopped onto the bed earlier. She opens it and reveals a dildo. Giddy, EMILY rejoins the girls.

ALINA
Go on.

ALINA shoves the dildo in KENZIE's face, encouraging her to show off her BJ skills to the girls.

Eventually, leaves and returns with her purse. She opens it to reveal another dildo. She looks at ALINA who laughs in excitement.

ALINA
No way!

EMILY
You think you're the only one packing?

The girls start to use the dildo on KENZIE as she continues to blow the other one. **Eventually, they get KENZIE up and DP her with both dildos as she hangs from the chandelier.**

000377

SYNOPSIS: THE BENEFITS OF OWNING YOUR OWN GYM IS YOU GET A REVOLVING DOOR OF FIT PEOPLE COMING AND GOING TO "OOH" AND "AAH" AT. THE BENEFITS OF BEING IN A SWINGER MARRIAGE IS BEING ABLE TO PICK AND CHOOSE FROM SAID FIT PEOPLE AT YOUR LEISURE. BRANDI AND RICHARD ARE LIVING THE LIFE IN EVERY SENSE OF THE WORD.

INT - GYM - DAY

WORKOUT MONTAGE of BRANDI and KENZIE together.

BRANDI VO

I have two burning passions in life - fitness and swinging. There's only one thing I love more - when the two collide and I get the best of both worlds.

BRANDI VO

Swinging is not as simple as it seems. Not only do you have to find a couple that thinks the same as you do, but you have to be attracted to them. That's the beauty of owning a gym with my husband.

BRANDI looks away from KENZIE as she trains and smiles slyly.

POV REVEAL - RICHARD looking in BRANDI's direction as MAZEE trains.

BRIEF WORKOUT MONTAGE of MAZEE and RICHARD.

BRANDI VO

With it being a gym, naturally, our clientele leans more on the fit side of the spectrum - half of the work is already done for us. Combine that with one of us always being here, when a potential couple comes around - we're always in the know.

RICHARD catches MAZEE staring at BRANDI in the distance as she's doing an exercise that emphasizes her incredible curves.

RICHARD

Hey. You gonna lift that weight or just stare at my wife all day?

MAZEE is embarrassed for a second before RICHARD gives MAZEE a friendly slap and they both laugh it off.

BRANDI VO

The trickier part is finding out if they share the same sensibilities as my husband and I.

BRANDI watches KENZIE working out.

BRANDI VO

Luckily, we had our way of telling. Or at the very least...

BRANDI

Wow... I really see what my husband sees in you.

BRANDI VO

...gently pushing them in the right direction.

KENZIE finishes up her set and looks at BRANDI bashfully. BRANDI then walks off coyly and KENZIE stares off at RICHARD in the distance as BRANDI's words resonate with her. They make eye contact and KENZIE bites her lip.

WORKOUT MONTAGE continues, blending both the guys and girls spaces together.

BRANDI VO

KENZIE and MAZEE showed a lot of interest in the lifestyle with barely any educating from myself or RICHARD. They had already dabbled, but nothing quite sooooo...

MONTAGE winds down.

BRANDI VO

...official.

Both groups finish their workouts.

INT - GYM - DAY (LATER)

KENZIE and BRANDI talk after their workout. We catch up mid conversation.

BRANDI

I'm sorry, how many times a week?

KENZIE

No, I said "day". MAZEE is insatiable.

BRANDI is impressed. KENZIE bashful.

KENZIE

And to be honest... it's been even more since we set up this date.

BRANDI

Is that so....

BRANDI is distracted by something off-screen.

BRANDI

Speaking of which...

REVEAL - MAZEE and RICHARD are approaching the girls.

BRANDI goes to RICHARD and embarrasses him with a kiss.

BRANDI

Have a good workout, hun?

BRANDI rubs his cock over his shorts gently.

BRANDI

(playfully)

Hope you saved some energy.

MAZEE stares at BRANDI. KENZIE at RICHARD.

RICHARD

Uh huh. This one couldn't wait for it to be over. You have a fan.

BRANDI turns her attention to MAZEE.

BRANDI

Really...

BRANDI goes to MAZEE and playfully lifts up his shirt, revealing his abs.

BRANDI
...the feeling is mutual...

BRANDI gently rubs MAZEE's abs as she stares in his eyes seductively.

RICHARD
Now now hun, let's not get ahead of ourselves-

KENZIE is staring at RICHARD like she wants to pounce him. RICHARD looks pleasantly surprised.

RICHARD
Well now.

RICHARD goes to KENZIE and stands over her.

RICHARD
Does the sight of my wife feeling up your boyfriend excite you?

KENZIE nods gently as she stares into RICHARD's eyes. She then turns her attention to MAZEE and BRANDI.

KENZIE POV - BRANDI slides her hand over MAZEE's abs and takes out his cock and starts jerking him off.

KENZIE looks up at RICHARD. RICHARD smiles as he caresses and then holds KENZIE's face.

RICHARD
I think it's time to switch to a different type of workout.

KENZIE takes out RICHARD's cock.

Leads to BBGG sex.

KENZIELAND

Written by

Kayden Kross

[Jay Rogue Reformat v03]

TSH

016621

1 TITLE CARD 1

"All creatures must learn that there exist predators."

--Clarissa Pinkola Estés, Women Who Run With Wolves

2 INT. MAIN KENZIE ROOM-NIGHT 2

We hear an INDISTINGUISHABLE SCRATCHING SOUND and then something like dragging on sand, then FADE IN on the glass of a TERRARIUM. A PINK-SHELLED HERMIT CRAB crawls toward something. We watch this for a moment and then the camera starts to pan slowly clockwise as we take stock of the rest of the room. We pass, in no particular order, shelves stocked with WIGS ON MANNEQUIN HEADS, rows and rows of TROPHIES, PLAQUES, COMMENDATIONS, BLUE RIBBONS. The room itself is pink. Pink DAMASK WALLPAPER with soft pink sheers over lamps, crystal chandeliers and sconces, a pink LED SIGN that flickers "GIRLS GIRLS GIRLS", the movement of a pink Swedish clock etc (note to add anything to set design that helps put some movement into this). As we hit the reverse of where the terrarium was, we see just the TORSO AND LIMP DICK OF A MAN who seems not to know where to put his hands. He's wet. The camera doesn't even slow, his form is only another figure in the landscape. We see a doorway behind him with a BEADED PINK CURTAIN, a hat rack next to it with FEATHERED CAPS, beauty QUEEN SASHES, TIARAS, some sort of tulle climbing the walls with small glittering panties and tags all attached. We go on and the walls are peppered with FRAMED MAGAZINE COVERS--glams of the same blonde in various looks and forms of repose. We hear a light tapping as we come back toward the glow of the terrarium, and then finally settle on the blonde from the magazine covers looking through the glass and tapping at the crab. She's done up like JESSICA RABBIT with the dramatic side part and glittering gown. We're back to where we began in this 360 shot. KENZIE speaks to her crab

KENZIE

Hello gorgeous, what do you want?

She studies the crab through the glass as we study the velvet depth of her eyes, then drops some FOOD FLAKES in, does one more tap to get a response from the crab then looks over her shoulder as if she just remembered there's another person in the room.

We reverse back to ISIAH, naked and wet and watching her with cautious rage.

Kenzie turns and steps into focus in a beauty shot under a pool of light at the center of the room. She looks him up and down as if judging his size. She purposely doesn't speak, and he appears to cover himself with his hands a little more.

016622

ISIAH

I didn't get your name.

Kenzie does a cute little pout.

KENZIE

You don't know?

ISIAH looks blankly on.

KENZIE (CONT'D)

I was one of your covergirls. I was going to be *the* covergirl before everything went to shit.

ISIAH

No one knows who is going to be *the* covergirl until it's announced.

Kenzie gives him a look like let's not pretend.

ISIAH (CONT'D)

What did you do with my phone.

KENZIE

I put it in rice.

Kenzie walks over and grabs a SIDE CHAIR from along the wall and swings it under the centered pool of light where she'd been previously standing. She settles in like Sharon Stone in the Basic Instinct interview.

ISIAH

And my clothes?

KENZIE

They'll be dry by the time you're done learning my name.

ISIAH becomes closed, he realizes that she's brought him here strategically.

ISIAH

My knowing your name can't help you anymore.

KENZIE

Oh, I'm sure it still can

He starts to protest like he's just tired of even having this conversation anymore but she cuts him off.

KENZIE (CONT'D)

Now shut up and listen to my story.

3 EXT. TENNIS COURT-DAY

3

Close up shot of Kenzie tightening a HIGH PONYTAIL like it's about to get serious. Shot whizzes back to show Kenzie is dressed in TINY WHITE PLEATED TENNIS SKIRT and a traditional shell jersey printed with a WHITE SCREEN-PRINTED WOLF. She bounces the BALL twice then leans her weight back onto her right foot as her left hand tosses the ball in the air and smashes a serve in a perfect arc with her right (**speed ramping here through this sequence--shoot all shots slow mo**)

KENZIE (V.O.)

My name is Kenzie Anne, last name redacted, because in this town it's all about how easily it rolls down throats and off of tongues. I was born into your average American lot-middle child, two parents, one house, a two car garage and a family dog. I was raised with all of the mantras of the day--you do you, march to your drum, the only thing you're racing against is your own best time. And so I applied that ethic to team sports...

4 INT. CLASSROOM-DAY

4

Test with CIRCLED GRADE lands on Kenzie's desk (94%) and then the camera tilts up to find her satisfied face (**speed ramping here through this sequence--shoot all shots slow mo**)

KENZIE (V.O.)

A respectable academic record...

5 EXT. CAR WASH-DAY

5

Kenzie's ass in a RED BIKINI with suds running down her legs swings a BUCKET in her hand as she heads toward a line of WET CARS. She passes a propped up CAR WASH SIGN (car wash in red paint on white--reference some fundraiser/charity etc) and we see KENNA and RILEY--also in red bikinis--spraying each other as sunlight dapples through the water drops and the deep blue sky. Shot goes inside the car as Kenzie stretches herself across the windshield and does one large pass with the YELLOW SPONGE (**speed ramping here through this sequence--shoot all shots slow mo**)

KENZIE (V.O.)

And enough volunteer work to be a competitive applicant at my top three schools.

5A INT. SCHOOL BATHROOM-DAY

5A

Camera floats in a semi circle around Kenzie, Kenna, and Riley as they pass A JOINT, smoke billows toward camera and they all suddenly lock eyes with something. Reverse shows trio of mean girls: STACY, TIFFANY, and their leader, ASHLEIGH. They all eye Kenzie (**speed ramping here through this sequence--shoot all shots slow mo**)

KENZIE (V.O.)

Even my vices were predictable. All of my highs and my lows and my problems. They colored within the lines.

KENZIE (V.O.)

And so things were fine, as they are when you're well cared for, well in the middle, well on your way.

Close up on Kenzie's eyes as they silently follow the leader of the brat pack.

KENZIE (V.O.)

Each next step always right in sight.

6 EXT. TENNIS COURT-DAY

6

Kenzie smashes the final shot on a tennis game in a perfect return, then moves toward the net with glistening skin and her chest rising and falling heavily. We see other players seated against the fence in the sun drinking POWERADE and leaning against BACKPACKS as they watch. She moves the SCORECARD from 3 to 4 against her opponent's zero. She looks over toward the bleachers to see if her COACH noticed, but another player is flirting with him (one of our mean girl pack from bathroom--STACY).

KENZIE (V.O.)

Until I realized I was beginning to slip behind--not of my own doing, but because my pure and personal best was not going to be allowed to reach its full potential if we weren't all playing by the same rules.

Shot of Kenzie thinking. She wipes her brow and FLIPS THE SCORE back to love / love and heads toward the court again.

7

INT. CLASSROOM-DAY

7

Kenzie looks down at her TEST, then looks at the girl in the desk ahead of her. The teacher is setting it down, it's marked 100% IN BIG RED LETTERS. The teacher gives confident double tap on the score and knowing look as he pushes the paper another inch closer. Shot goes in front of the girl and we see Kenzie behind, it's Tiffany from the bathroom. She gives a sparkling look of suggestion up to the teacher and then feels eyes on her. She looks back to Kenzie and then looks forward again quickly, nervous that she knows.

KENZIE (V.O.)

And so I started looking outside of myself. I saw the relationships between the coaches and the favored players in sports, between the top students and their teachers in class, even in the little bit of friendly competition in all that do-good volunteering.

8

EXT. CAR WASH-DAY

8

Kenzie looks up from the car she's washing and sees there are no other customers. She looks across the street to Ashleigh, who is running a competing car wash fundraiser. She's scribbling something on her CARWASH SIGN and customers are lined up. She pulls away and Kenzie can see that she's handwritten the word "TOPLESS" above "CAR WASH". We go to a close long lens single of the girl as she looks at Kenzie, then starts to pull her top off as she's still making eye contact. Reverse back to Kenzie.

KENZIE (V.O.)

I realized that the best of the best are all compromised, and all of the standards they're up there setting by breaking the rules are trickling down and stacking the deck against those of us still following them.

9 EXT. TENNIS COURT-DAY

9

Kenzie grabs THE COACH [OLIVIER FLYNN] and pulls him messily behind the bleachers.

KENZIE (V.O.)

In short, I stopped following the old rules and starting playing by the new ones.

She kisses him passionately and he kisses her back, a little bewildered. She pulls back just long enough to see Stacy trying to see what they're doing, she seems to get the point and storms off.

KENZIE

You're fucking Stacy right?

The Coach seems thrown off by the directness of the question.

THE COACH

Sometimes

Kenzie is already unbuttoning his shirt.

KENZIE

In the ass?

THE COACH

No, we've never done that.

She pushes him down.

KENZIE

Good.

We go to Oliver's POV as she stands over him. Suddenly ISIAH's VO distracts her.

ISIAH (V.O.)
So you're suggesting that you decided to let your tennis coach ass fuck so you'd have a better position on the team and a spattering of other pedestrian gains.

10 INT. MAIN KENZIE ROOM-NIGHT

10

Kenzie looks upset that her story is being interrupted.

KENZIE
I didn't suggest it, I just said I did it, plain as day.

ISIAH
Fucking me doesn't get you the title of *the Covergirl*.

KENZIE
Anymore

ISIAH
I..

He looks like he's at a loss for how to explain. He digs the heel of his hand against his brow in frustration and seems like he wants to say a lot and then only has enough energy for the little he gets out.

ISIAH (CONT'D)
I have way too many problems to even be discussing this with you.

He sighs like all of the energy is going out with his breath and then looks up.

ISIAH (CONT'D)
Are my clothes dry

Super close up of Kenzie as she looks at him directly

KENZIE
No.

KENZIE (CONT'D)
Now shut up and listen to my story if you want to know why you're here

11 INT. CLASSROOM-DAY

11

Shot from the hall through the classroom door as Kenzie watches students file out after class. As the last one leaves she grabs the teacher's TIE and pulls him in. The door slams in our face

KENZIE (V.O.)

See, the thing is, once you're honest about where you stand, it's all very simple.

12 EXT. CAR WASH-DAY

12

Kenzie squats in a doggy position with her ass against the soapy windshield. Our shot starts on her face as she looks back over her shoulder and then travels inside to find that she's bottomless against the glass as she rubs her ass all over it like a sponge. She rocks her pussy to push down against the glass and then we go to a close up as she gives a mischievous look back to the competition across the street.

Ashleigh puts her hands on her hips and huffs.

KENZIE (V.O.)

Most of those breaking the rules aren't honest about it. They have so many qualifiers and if-thens and exceptions that they all think they're Robinhood's who know how to duck and dodge the real bad and then they cry foul when someone takes it a step further.

13 INT. MAIN KENZIE ROOM-NIGHT

13

ISIAH is gaining some respect for her.

ISIAH

How far did you take it?

Close up as Kenzie looks up devilishly.

14 EXT. TENNIS COURT-DAY

14

Kenzie pushes Oliver behind the bleachers, devouring him.

KENZIE (V.O.)

I'm still taking it.

14X EXT. TENNIS COURT-DAY

14X

BGA to finish.

15 INT. KENZIE'S OLD BEDROOM-MORNING

15

Kenzie and Riley and Kenna are all lined up in bed (example shot) on THEIR PHONES, all seemingly devoted to the same task and each wearing a different nearly SEE-THROUGH WHITE PISCES SHIRT.

KENZIE (V.O.)

Fast forward to summer. I forego school because it doesn't fit with the new outlook. The new outlook is go fast, go all the way, take no prisoners

KENNA

Got one

KENZIE

What is it

Kenna leans over with HER PHONE, Riley leans to look too.

KENNA

The head agent from Maxwell Group has a VIP booth at this underground nightclub in Hollywood every Friday.

Kenzie gives both Kenna and Riley a look and they seem to come to silent agreement.

16 INT. MAIN KENZIE ROOM-NIGHT

16

ISIAH

Let me guess, you left your small town life with a one way bus ticket to Hollywood and a suitcase full of dreams.

KENZIE

Nope, I hopped in my Chevy and took the 405 south to the 101.

ISIAH (UNIMPRESSED/V.O.)

So you were born here.

17

EXT. NIGHTCLUB-NIGHT

17

Kenzie pulls into frame and we shoot through the passenger's side window as we see her bring her car, a sleek BLACK VINTAGE CORVETTE STINGRAY, to a sudden stop and looks toward the NEON SIGNS as she smooths her hair. Music pulses from the building and light twists off the wet asphalt. Kenna and Riley screech up next to her.

KENZIE (V.O.)

I was born for this.

18

INT. NIGHTCLUB-NIGHT

18

Kenzie, Riley, and Kenna dance wildly (slow motion/speed ramped shots) under pounding music and strobe lights as other bodies push up against them.

(Example music <https://www.youtube.com/watch?v=xX2l0qmLHUQ>)

After a moment, Kenzie sits back in a VELVET LINED BOOTH, out of breath and glistening. She lights a CIGARETTE. Riley follows, still dancing as she CHUGS CHAMPAGNE. Just then, Kenna comes into frame, yelling above the music.

KENNA

There!

She points to something and we get a slight push in on a determined look from Kenzie and then a reverse shot that ZOOMS THROUGH BODIES TO FIND ALEX. He has women crawling on him and is clearly the center of his booth's attention but Kenzie catches his eye. We go to her and she pulls Riley's leg up and starts running her lips along her skin as she eyes ALEX and the cigarette smolders (Joaquin Phoenix nightclub example shot). Looks build between the two and then Kenzie extends a finger and motions him in seductively. He walks over like he has all the time in the world, and our shots reverse back in between him closing in to tighter and tighter shots on Kenzie's eyes sparkling with suggestion. When he gets there she stands up and they stare at each other face to face, so close they're nearly touching. Tights of her lips near his in shots that punch in closer to the beat of the music until suddenly.

19

INT. PRIVATE ROOM-NIGHT

19

Kenzie, ALEX, Kenna, and Riley throw back a RED VELVET ROPE to land in a private booth/room type area that is well lit enough for Tushy members! Music still pounds and a SERVER tries to follow them back.

SERVER
This area's closed

Kenna turns around and closes the velvet curtains that separate the room from the rest of the club as she shoos the server out.

KENNA
You took the words right out of my mouth.

20 EXT. PRIVATE ROOM-NIGHT

20

Kenna steps outside the curtains and stands guard with arms crossed and legs set wide as the server storms off in exasperation.

20X INT. PRIVATE ROOM-NIGHT

20X

BGGGA to finish Riley/Kenna/Kenzie/Alex

21 INT. DRESSING ROOM-DAY

21

Kenzie is done up like Marilyn Monroe and sits in a STUDIO CHAIR that has been EMBROIDERED WITH HER NAME as a MAKE UP ARTIST does the last finishing touches on her look and she looks through images from the shoots mood-board (Kenzie Marilyn Example shot #1). Soon there's a flurry of commotion, and ALEX enters with two assistants flanking. He has an IPAD in hand and Kenzie turns around in the chair as greets her with AIR KISSES and then gets down to the business of showing her everything he's been working on.

KENZIE (V.O.)
ALEX put me everywhere. Print ads, commercials, runways, campaigns. You know this industry better than anyone, so I don't have to tell you that.

ISIAH (V.O.)
Work begets work.

22 INT. MAIN KENZIE ROOM-NIGHT

22

KENZIE
He controlled every detail. He told me who to talk to, who not to, how to dress, what to say, where to be. He was grooming me.

There's a flash of recognition in ISIAH's eyes.

ISIAH
I already know where this story goes. You don't have to--

23 INT. DRESSING ROOM-DAY

23

KENZIE (V.O.)
Oh, but I do.

ALEX pulls up another STUDIO CHAIR and sits opposite Kenzie as he waves off the make up artist and assistants. They lean in like they're conspiring in the oval office.

ALEX
You do everything I say, and in one year's time you'll be the face of VMG.

KENZIE
You can make me *the covergirl*? That's the most coveted contract in the industry.

ALEX
I can, but you're going to have to work for it. We'll spend this year building your resume and your look and then when Kate's contract is up.. well that's a guy you'll definitely have to fuck. Every model who gets that contract goes through ISIAH's bed first.

ISIAH (V.O.)
Not anymore.

24 INT. MAIN KENZIE ROOM-NIGHT

24

Kenzie is annoyed at being interrupted again.

KENZIE
Do you want your clothes back or not?

ISIAH just looks at her

KENZIE (CONT'D)
Then let me finish my story.

25 INT. GYM-DAY

25

Kenzie does some sort of super butt centric lunge or squat.

KENZIE (V.O.)
I did it all. The gym.

26 INT. KITCHEN-DAY

26

Kenzie presses the power button on a BLENDER that screeches and spins something green.

KENZIE (V.O.)
The diet.

27 INT. BED-EARLY MORNING

27

Alarm goes off and Kenzie slams it and sits up but it's painful.

KENZIE (V.O.)
The early mornings and long days
and late nights.

28 INT. DRESSING ROOM-DAY

28

Shot of Kenzie's name written on a STARBUCKS TYPE CUP pulls out to reveal Kenzie showing up fresh faced to yet another set bright eyed and bushy tailed. She air kisses the make up artist.

KENZIE (V.O.)
I made the friendships and the
connections and wore the looks and
smiled the right way and said the
right things. I was self
deprecating around the ones I
intimidated and worked to impress
the ones I didn't. I dotted every I
and crossed my Ts.

29 INT. ABSTRACT TURNTABLE-DAY OR NIGHT

29

Kenzie spins in and out of a pool of light, posture and expression frozen and calm as if a mannequin. Each time the table rotates Kenzie spins back into the light in a new look. This goes on and on, with each make up look distinct from the last.

KENZIE (V.O.)

What people don't understand is how hard it actually is to fuck your way to the top. They forget that there's still only one top. We're all still doing the work we had to do under the old rules--the day in and day out grinding to get ahead, and then added to that we have to somehow still stand out in the backdoor mattress deals too. If anyone could just walk in off the street and lie on their backs and instantly be rich and famous and lifted from the rat race, well, we'd all do it. And those that stand audience to this and listen and watch love to fall into the comfort of rewarding themselves because they've perceived that what I'm doing is wrong and in just drawing the conclusion they feel they've somehow already achieved a moral accomplishment. But from the sidelines they're no better than the bad women they hear about on TV, and anyway, I think we can all agree that if we get down to the brass tacks of it all there is very little right/wrong or good/bad in this world. There is, however, useful and not useful. Useful is being on top.

As the VO wraps, we start seeing images flash between the CONVEYOR BELT OF KENZIES.

Flashes of Kenzie WAKING UP to her alarm.

Tights of Kenzie grabbing a LATTE with her name on it.

Flashes of Kenzie AIR KISSING people.

Flashes of Kenzie FALLING DOWN exhausted again in her BED.

It cycles again. After the final bed shot the camera floats up to a PICTURE OF ISIAH PINNED ON A VISION BOARD. It's held up with a DART.

KENZIE (V.O.)

Anyway, all that to say I worked hard for you.

30 INT. MAIN KENZIE ROOM-NIGHT

30

ISIAH

Sounds like you worked hard for a lot of people

Kenzie considers this.

KENZIE

There were a lot of rungs in that ladder.

31 INT. STAGE/ABSTRACT AREA-DAY OR NIGHT

31

Kenzie wears a PINK LATEX inspired version of famous Marilyn Monroe gown from Diamonds are a Girls Best Friend. There's a large SILK BOW tied around the back with a red seamless background, sparkling pink curtains in the foreground, and a gaggle of men all in suits surrounding her. They each wear large name tags that only state their positions instead of their names, things like: WRITER, PRODUCER, CASTING AGENT, FINANCIER etc. They get on one knee and all offer up their business cards at once.

KENZIE (V.O.)

That's for sure.

Kenzie holds a BLACK FEATHER FAN and taps each head as she scans the business card. Theatrical song like Diamonds are a Girls Best Friend kicks up.

KENZIE

No, no, no, no, no

She comes to the front two and seems pleased by what the cards say.

KENZIE (V.O.)

But ALEX guided me well. He always made sure my time was well spent.

The two men she's chosen pick her up and whisk her off a-la Marilyn clip.

KENZIE (V.O.)

Because as we know, contacts are a girls best friend.

32 INT. HOTEL ROOM-DAY

32

Kenzie lands on the bed and we reverse to the two suited guys she's chosen. MICK and MILAN.

She makes it a point to safely set their business cards on the nightstand and then pulls them in ravenously.

32X INT. HOTEL ROOM-DAY 32X

BBGA to finish

Kenzie toys with the CUM ON HER FACE as she watches the men.

KENZIE (V.O.)
One year of this.

33 INT. MAIN KENZIE ROOM-NIGHT 33

Kenzie stands up, she's frustrated now.

KENZIE
One year day in and day out I worked, I made connections, I molded myself, I did everything I was told it would take to become the face of your brand. Every night I went to sleep with a picture of your face pinned to my wall. I was supposed to fuck you last week.

ISIAH
But then Kate.

KENZIE
Kate outed you.

34 EXT. MICROPHONE-DAY OR NIGHT 34

BEAUTIFUL BLONDE MODEL cries into the microphone as camera lights flash.

KENZIE (V.O.)
You got me too'd. More models came forward. You fell from grace. The board took over the decision making from there. And you--you'll never be left in a position of power again.

35 INT. MAIN KENZIE ROOM-NIGHT 35

Kenzie eyes ISIAH.

KENZIE

I've been wondering when you would show your face. I was delighted to hear you'd be attending that party so soon.

ISIAH gives a short sardonic huff.

ISIAH

So you could push me in a pool.

36 EXT. BLACK TIE OUTDOOR THING-NIGHT

36

Close up of Kenzie's hip as she passes ISIAH. He's holding a DRINK and speaking to ANOTHER PARTYGOER when she nonchalantly BUMPS HIM INTO THE WATER.

KENZIE (V.O.)

I just needed a little face-time with you.

Jump cut to her extending a hand to pull him out.

KENZIE

Oh my god I'm so sorry. My place is just around the corner, let me help you get cleaned up.

37 EXT. STREET-NIGHT

37

Sin city style car shot through the windshield as Kenzie looks ahead with determination in her stingray and speeds up. Water flies off ISIAH as he loosens his tie and turns his head slowly toward her, beginning to suspect something.

38 INT. MAIN KENZIE ROOM-NIGHT

38

Kenzie looks at him, again with the cute little pout.

KENZIE

You look tired, have a seat.

ISIAH rubs his temple like he's fighting off a migraine.

ISIAH

I just want my stuff.

Kenzie taps the seat insistently as an answer, and ISIAH gives in and moves forward, slumping more than sitting into the seat when he reaches it. Kenzie leans over and runs her hands down his chest, she whispers in his ear from behind.

KENZIE

Do you know what it's like to build up to fucking someone for an entire year and then...

She pushes her hands through his chest hair. His breathing starts to change. She whispers in his ear...

KENZIE (CONT'D)

--just.. nothing. No climax. It's like the worst case of cosmic blueballs you could possibly imagine. The number of times I've thought about the outfits I'd wear for you, the way I'd work my tongue into your mouth, the particulars of how I landed on the exact shade of blue I chose and I'd use to open my ass for you.

His cock is hard now as he listens. I decided six months ago that I wouldn't just build up, I'd go straight to anal. She swings around in front of him and straddles him cowgirl, throwing her skirt to the side to reveal BLUE PANTIES.

KENZIE (CONT'D)

I'd lower myself on to you exactly... like...

She pushes herself against him rhythmically but doesn't penetrate. Breathing builds heavily between both of them until finally he can't stand it and he pushes her down.

38X INT. MAIN KENZIE ROOM-NIGHT

38X

Sweaty, animalistic **BGA to finish**

He pops in her ass.

39 INT. MAIN KENZIE ROOM-NIGHT

39

At the end, she walks forward to grab the blue panties that are in focus in our shot from the floor. She turns around and puts them on and we see his cum streaming down between her legs from a low shot from behind. ISIAH doesn't think anything of it as he rests on his elbows, still out of breath. Kenzie walks over to where his SOAKING WALLET and KEYS are sitting on table top.

KENZIE

Mind if I take your card.

ISIAH
Not much good it will do you
anymore.

She gives him a look and grabs one WET BUSINESS CARD from his wallet, then grabs a SMALL GOLD SAFETY PIN from a dish and hangs the panties with the card on the web of fabric with the others. He suddenly looks more closely at it and realizes that the web extends up to the ceiling, and all of the panties are tagged with business cards. He stands up quickly. Just then, Kenna and Riley come out. Kenna holds his suit, neatly pressed and dry, and Riley holds his PHONE IN A BOWL OF RICE.

KENNA
Your suit is dry.

Riley holds up his phone.

RILEY
It seems like you had less luck
with this.

ISIAH digs it out of the rice, it might as well be a rock in his hand. He looks at Kenzie.

KENZIE
You men. You always have such...
male problems.

Kenna pushes the suit further forward, insisting that he take it. He doesn't look at it as he grabs the hanger slowly.

ISIAH
What are you getting out of this.

KENZIE
That, for example, is a male problem. I always know why someone is fucking me. It's because I'm hot. But men forever wonder. They want to believe it's just that shared, animalistic drive.

ISIAH steps forward, but Kenna and Riley grab him by each arm. Kenzie turns toward her little web of panties and climbs up to find a good place to hang her newest trophy.

KENZIE (CONT'D)
I chose blue in honor of the famous blue dress and that damning cum stain.

She looks over her shoulder.

KENZIE (CONT'D)

Sure, you had some models come forward, but no one could corroborate their stories. It was all just she said she said she said she said she said.

She pauses for dramatic effect.

KENZIE (CONT'D)

He said.

Kenzie secures the panties and climbs back down.

KENZIE (CONT'D)

I read somewhere that your contract dings you a half a million for each new claim against you.

KENZIE (CONT'D)

And also that the board is scrambling to name *the Covergirl* in light of all of these allegations. Someone unassociated with you and with a good pedigree for the gig.

KENZIE (CONT'D)

Anyway, I'd be happy with either of those things. You could give me half a million not to come out with a story about how I was groomed all year for this job or the board could just give me the gig.

ISIAH is staring daggers at her.

KENZIE (CONT'D)

I'd prefer the gig. We both know I worked for it.

He takes a moment to try to control his rage and then pulls his arm out of Riley's grasp.

KENZIE (CONT'D)

Talk to your board!

He storms off.

KENZIE (CONT'D)

And make sure you got my name!

A door slams.

KENZIE (CONT'D)
It's Kenzie Anne!

016642

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DPR_RELEASE_V01

Written by

[REDACTED]

Based on, If Any

[REDACTED]

000151

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1.

NOTE: Color palette: tobaccos/sand/creams/baby blue

1 INT./EXT. BELL TENT-DUSK

1

We start on a super wide shot of a peacock chair set in a semi-abstract way in the desert at dusk. Metal lanterns cast nervous shadows and the silhouetted figure begins to move in a slowly sexual way a-la the title credits of "Emmanuelle". The camera begins what will be a long push in as the scene plays unbroken. KENNA moves like she has all the time in the world. As we get closer, she takes a long drag off of something natural that she's rolled to smoke. We keep pushing in until we reach a macro on her jaw and lips in profile. Just then her face turns and exhales the smoke violently into the camera. This transitions with:

2 EXT. DIRT ROAD-AFTERNOON

2

The wheel of a vintage classic kicks up dust into camera. The sound transition is abrasive.

3 INT. CAR-AFTERNOON

3

Kenzie and Isiah bounce in silence in the back of the cab as the driver speeds by like roads are no matter. Kenzie checks on Isiah with a sideways glance and then turns her attention back to the desert just out the window.

4 EXT. DIRT ROAD-AFTERNOON

4

Wide shot shows the car slow to a stop in front of a random gate across the road.

5 INT. CAR-AFTERNOON

5

The driver looks back over his shoulder.

DRIVER

Sir, I can't go past here.

Kenzie leans forward and looks anxiously in front of them. There's nothing. The driver watches as Isiah and Kenzie discuss it in hushed tones. Finally we hear something as Isiah raises his voice slightly.

ISIAH

How bad do you want it?

000152

We go to a shot out the window (again a-la Emmanuelle), where we see better Kenzie's outfit. She wears thigh high nude stockings and a fur shawl. She's a throwback centerfold. He's dressed in a sharply fitted suit. The questions stops her and she looks out the window to the distance as he strokes her stockinginged inner thigh absently.

ISIAH
We could walk, it's not much
farther

She doesn't answer and seems tuned out to him. He picks up on this and then leans back to his centered place in the back seat to address the driver as he pulls cash out.

ISIAH
I'm sorry for the trouble, if you
can take us--

The slam of a car door cuts him off and he and the driver both look. Kenzie is walking determinedly down the dirt road ahead, heels and all.

6 EXT. DIRT ROAD-AFTERNOON

6

Super super wide as we watch Isiah jog to catch up with her and the car begin to turn around, leaving them there.

7 INT./EXT. KENNA'S TENT-AFTERNOON

7

Kenna barely looks up from the book she's reading as the motion at the front of the tent alerts her someone is there. Kenzie stands in front of Isiah at the threshold.

KENZIE
I'm Kenzie, you said we could come
today.

Kenna pops up on light feet and steps forward, Immediately coming into Kenzie's space and smoothing her hair behind her ears.

KENNA
You're blocked.

KENZIE
It's causing problems between us.

Kenna is as matter of fact as a nurse as she casually reaches over his pants to assess the size of Isiah's dick. She barely reflects her findings.

KENNA
We'll loosen up whatever is holding you back. Come in.

Kenzie slips in and waits by the bed, Isiah starts to follow but Kenna stops him.

KENNA
You wait out here. This is women's stuff. I'll call you when we're ready.

Kenna closes a curtain/tent flap against Isiah as she turns her attention back to Kenzie.

She begins a series of strippings, wiping her eye make up down with her thumbs, removing the stockings and get up. She wraps a stocking around Kenzies eyes to make a blindfold.

KENNA
Lose the accessories to find it.

She grabs a bowl of rose oil and starts tracing symmetrical shapes between Kenzie's legs.

Isiah peeks as Kenzie begins to react to the touch. As if she has eyes in the back of her head, Kenna waves him away and Isiah retreats back behind the curtain. After more of this play with the oil, Kenzie looks like she might come and Kenna calmly shoves the stocking in her mouth instead and keeps going. It cuts the orgasm short.

KENNA
Not yet. We must build it for strength.

Kenna keeps the tactile play, now softly running her fingers up and down Kenzie's thighs. Kenzie's breathing is deeper.

Improvised tantric foreplay with Isiah peeking in every so often. Finally Kenzie falls into a guttural orgasm. Two rose quartz ben wa balls fall out of her and into Kenna's hand, soaked. Isiah has snuck back to watching. Again, as if she has eyes in the back of her head, Kenna motions to him, this time bringing him in. When he's next to Kenna's shoulder she takes his cock out of his pants and guides it toward Kenzie, who is a dripping puddle.

KENNA
You should fit now.

Kenna inserts his cock slowly into Kenzie.

8 INT./EXT. KENNA'S TENT-AFTERNOON**8**

BGG to finish.

1 INT. ATTIC ROOM-NIGHT

1

The whirring sound of a machine fades us in off black until we come to a bare foot pressing into a pedal. It lets off and the whirring stops, then a moment later starts up again, the glint of the light twisting off the red of the polish.

We go to a shot of lavender fabric slipping through fingers as it runs through the sewing machine

We go to a shot on the woman's face--Emily's eyes are large and dark in the light. She focuses intently on what she's making. The whirring stops. She cuts a thread with her teeth

A centered wide shows her examining the piece but we can't see it behind the machine

We go to a shot of the bra in her hands and then return to her face. She's annoyed with it.

2 TITLE CARD: TAILOR MADE

2

The whirring starts up again.

3 INT. ATTIC ROOM-NIGHT

3

Emily is at the table again, she leans over something with intent focus. There's a sharp rap and then the door swings open but Emily doesn't break concentration.

Scarlit enters. She scans the room and sees that one bed is left ready for a new occupant and Emily's is well used. She looks over at Emily, who doesn't acknowledge her, then heads to the bed. She swings a bag on it and sits down and looks around.

SCARLIT
You're Emily

We go in front of Emily as she holds up a Swarovski crystal with tweezers, the light glints through. Emily is still intently focused by answers clinically and courteously

EMILY
Yes. You're the new girl?

SCARLIT
I'm on a two week contract. What about you?

000029

EMILY

My contract expired a long time ago

SCARLIT

Then why are you still here

We go to a shot above Emily as she inspects her piece, then stretches the length of crystallized blindfold high above her as she looks at it. This time she's pleased.

EMILY

Because I'm good

When she starts to lower it our camera angle allows us to see it as it's intended to be worn. A heavy thumping beat starts.

4 INT. ATTIC ROOM-NIGHT

4

The thumping beat continues as bass coming through the walls along with party chatter as Emily reads a book calmly in bed as Scarlit sits up noticeably agitated in hers. Something plays on the laptop in front of her and she wears headphones to hear it as she pushes food around a TV dinner tray listlessly. She looks over at Emily a few times before she tears the headphones off.

SCARLIT

How can you get any sleep with this noise

Emily shrugs. We hear a drunken shriek of laughter and the shatter of glass outside

EMILY

They're only two nights a week.

Emily turns off her bedside lamp and closes her book.

EMILY

Try at least. The first fitting will be here before you know it.

With that, Emily rolls over and seems to go to sleep easily. Scarlit is reluctant to shut everything down but pushes her laptop to the end of the bed and eventually turns the light out. The sound of the base coming through the walls is stronger than ever and the party is lively. Scarlit tosses and turns a few times and then rips the headphones out of the jack and puts them on. It helps a little. She closes her eyes and sighs

5 INT. ATTIC ROOM-MORNING

5

000030

Scarlit's eyes open and she takes a minute to make sense of what she's seeing. We go to a reverse as the panic hits her face. Troy stands naked against the wall with just a phantom of the opera style mask on. We reverse back to Scarlit, who scrambles backwards and grabs the butter knife off last night's TV dinner and aims it at him

EMILY
Relax, he's here for us

SCARLIT
That's what I was afraid of

Emily leads Troy over to the fitting platform and he steps on dutifully as she starts measuring him. She makes eye contact with Scarlit

EMILY
Not a good look to be late on your first day

She makes a measurement note in her notebook and tosses a roll of measuring tape at Scarlit too. Scarlit stands up and joins, completely weirded out but taking cues from Emily.

EMILY
Get his inseam

Scarlit works at doing that while grappling with his dick hanging in her face

Emily stops to pour coffee from a thermos, then turns with the cup back to Scarlit

EMILY
Coffee?

6 INT. ATTIC ROOM-NIGHT

6

Same party noises and pounding bass through the walls as Scarlit and Emily sit in the room. Emily is still messing with the piece she was unhappy with earlier, she can't get it right. Scarlit sews feathers on an elaborate feather train that is tied around a mannequin

SCARLIT
What goes on out there

Emily takes a moment to hear her, then shrugs

EMILY
Not my job to know

000031

SCARLIT
Is everything just about your job?

EMILY
People come in, they wear their chosen masks, we create elaborate pieces to fit with what they've chosen, they party, we stay out of it. That's the job. So yes, everything you've asked so far is just about my job.

Scarlit is silent for a moment, clearly interested in what's going on the other side of the walls. Her work slows down and then stops. She creeps over to the door

EMILY
Don't open that!

Scarlit does. We see a flash of what she sees. She slams the door quickly and looks back at Emily. Both seem frozen, and then Scarlit slowly opens the door again. She gets down low on the floor and a slant of yellow light falls across her eyes in the moonlit room

Emily watches her, then slowly joins, her cheek stacking on Scarlit's as the two watch.

We see their POV through the cracked door as feet pass by and bodies writhe, then turn around to see their eyes through the door and return again to inside the room where their chests rise and fall as they watch

As the crowd parts, Troy steps forward holding a scotch on the rocks. He scans the room and then notices the door. When he looks closer he sees them

7 INT. ATTIC ROOM-NIGHT

7

Emily and Scarlit move quickly to slam the door, both of them scooting backwards on the floor and out of breath. After a moment, there's a knock at the door. The two look at each other. The knock comes again. It's insistent. Scarlit and Emily both hold their breaths as the knocking stops and then the door handle is tried. The door opens slowly and Troy enters.

TROY
Shouldn't you two be at the party?

SCARLIT
It's not our party

000032

TROY
It's not my party but I'm there

Emily looks at Scarlit like she's the ringleader now

SCARLIT
So what do ya'll just wear masks so
you can get into your kinks without
other people knowing about it

Troy takes a sip of his drink

TROY
Pretty much sums it up

SCARLIT
So what's your kink

TROY
I don't like labels.

EMILY
Ok, if we were out there what would
you do to us

Troy looks Emily up and down

TROY
Well you, I'd probably use one of
these things on you pretty quickly

He grabs her sequined blindfold

EMILY
Why's that?

TROY
You have lips I'd like to see quiver

He puts the blindfold on her. Her lip quivers slightly and
the satisfaction registers on his face

SCARLIT
What about me?

Troy looks at her, seems to size her up

TROY
You look like someone that likes
more of a fight

He grabs the candlestick and drips it quickly on her. She
gets mad

SCARLIT

Ow!

TROY

Shhhhh

He takes an ice cube from the drink and rubs it on top, then blows on it and peels it back. She sucks in air at the sensation

EMILY

What'd he do?

Scarlit grabs the candle and does the same to Emily. This tentative play slowly builds.

8 INT. ATTIC ROOM - NIGHT

8

BGG TO FINISH

000034

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CHYRON over stock footage of MALIBU

TITLE: INFLUENCE

PRE-LAP

The sound of a car revving and taking off.

HARD CUT TO

INT - CAR - EARLY MORNING

Several shots reveal KENZIE as she sits in the drivers seat. She's wearing a fur coat with nothing under. Throughout the sequence we hear the engine rev up and down, putting emphasis on KENZIE'S throbbing libido.

KENZIE
So... what do you think?

REVEAL - KENZIE is having a FaceTime call teasing someone on the other end of the call.

KENZIE
Easy access for when I pull up.

JAX
Damn.

KENZIE smiles.

JAX
What you waiting for?

KENZIE bites her lip.

INSERT of KENZIE putting the car in drive.

EXT - STREET - EARLY MORNING

KENZIE's red lambo peels off down the road.

KENZIE VO
Once I started shooting for VIXEN, my
VXN Fans account blew up and now I
have zero time for anything.

INT - CAR - EARLY MORNING

INSERT of KENZIE's hands on steering wheel. She's wearing a gold watch and has red glossy nails.

KENZIE VO
If I'm going to take even a minute out of my day, it better be worth it.

INSERT of KENZIE's eyes in rear view mirror.

INSERT of KENZIE biting her lip in the rearview mirror.

EXT - STREET - EARLY MORNING

KENZIE's red lambo peels off down the road.

INT - CAR - EARLY MORNING

INSERT emphasizing her bare chest under her fur coat.

KENZIE VO
JAX.
(Moans)
Oh JAX. The only man I drop everything to see.
(Breathes deeply)
Just saying his name made me drip.

INSERT emphasizing her bare pussy under the fur coat.

KENZIE VO
For girls like me, girls who live to fuck, he's like a... doctor. A dick doctor.
(Laughs)
He just... knows.

KENZIE aggressively changing gears on the stick shift.

EXT - STREET - EARLY MORNING

KENZIE's red lambo peels off down the road.

INT - CAR - EARLY MORNING

INSERT of KENZIE biting her lip harder.

KENZIE VO
I might get paid **really** well to have sex on camera...

INSERT of KENZIE starting to finger herself.

KENZIE VO
...but with JAX... the fuck **is** the reward.

INSERT of KENZIE's foot on the pedal, pressing down harder

EXT - STREET - EARLY MORNING

KENZIE's red lambo peels off down the road.

INT - CAR - EARLY MORNING

INSERT of KENZIE biting her lip harder still.

KENZIE VO
He's the only guy in the world that could fuck me the way I need to be fucked.

INSERT of KENZIE fingering herself more aggressively.

INSERT of KENZIE's hand griping the steering wheel hard.

EXT - STREET - EARLY MORNING

KENZIE's red lambo approaching the destination.

INT - CAR - EARLY MORNING

INSERT of KENZIE fingering herself more aggressively. She's moaning hard, approaching orgasm.

KENZIE VO
Every. Single. Time.

INSERT of KENZIE's hand slamming down on the seat next to her and then grabs the stick shift. She grips it so hard her knuckles turn white.

EXT - DRIVEWAY - EARLY MORNING

We see KENZIE's car approach. As the camera pulls back, we see someone in the foreground, dressed in a robe, watching from a distance.

KENZIE VO
When you have an appointment with the "dick doctor"...

The car suddenly stops.

INT - CAR - EARLY MORNING

TIGHT SHOT of KENZIE as she shoots her head back in ecstasy

KENZIE VO
...you better keep your day open...

TIGHT SHOT of KENZIE leg's quivering as she orgasms. She suddenly and aggressively spreads her legs as her fingers finish the job.

HARD CUT TO

EXT - DRIVEWAY - EARLY MORNING

GRAPHIC MATCH of KENZIE's legs spreading to the doors of the lambo opening (keep a similar momentum).

KENZIE VO
...because they usually run long.

KENZIE takes a few steps towards the man in the foreground. She stops and stands with a slight tilt, letting the fur coat swing open on its own momentum, revealing her naked body underneath. KENZIE's horniness is dripping at this point (maybe even literally - try to get a shot where she opens legs in the foreground - with sweat dripping down her inner thighs - framing JAX in the background as he looks at her).

REVEAL - JAX, dressed in a white robe, watching with intent.

JAX approaches KENZIE and takes charge.

CHRIS' SUPER STYLISH CAR SCENE INSERTED HERE

Included in above sequence:

- BJ on hood of car. Glossy red lips around Jax's throbbing missile.

- After sufficient BJ, KENZIE reaches for JAX's robe belt, and slowly and deliberately wipes her face clean from the mess they made.

JAX
Let's go inside.

KENZIE, still gazing up at JAX nods her head slowly. Jax slings Kenzie over his shoulder and carries her off screen.

SCRIPT TITLE

Written by

Name of First Writer

Based on, If Any

Address
Phone Number

000195

INT. MANUEL'S HOSPITAL ROOM-DAY

Begin on black with the sound of an automobile crash, then we hear the wailing of a siren (if we have time we'll get this as video shot--driving just before crash)

Shot: siren lights

Shot: fuzzy POV off gurney up to rushing nurse, panic everywhere. Reverse shot to Manuel's eyes as they flutter closed. A heartbeat monitor sound picks up as the sound of the doctor's voice fades out. Title card rises up:

FLORENTINE

INT. MANUEL'S HOSPITAL ROOM-DAY

Heartbeat monitor sound fades us in on a shot of Manuel sleeping. We hear all of the background din of a hospital and see a few shots around the room before the door opens, noise rising with it

Angela and Kenzie bustle in with a ton of commotion. Angela's clearly the lead and Kenzie is trying to keep up. Kenzie holds a clipboard as Angela continues a conversation that started outside

ANGELA

I'm going to skip my break, we've still got 16 beds ahead of us.
What's this one's deal

KENZIE

Male, 35, car accident. Trauma to his left leg. Doctors performed surgery on arrival. They're doing scans this morning, he hasn't woken up

Angela grabs the chart, looks at it

ANGELA

How long has he been with us?

KENZIE

Came in through the ER late last night. Car accident

Angela continues flipping through the paperwork as Kenzie turns around and preps something on a tray

ANGELA

Ok it says here 1200 milligrams-

Kenzie holds up the syringe

KENZIE
Already got it

Kenzie goes to add the medicine as Angela throws back the curtain to get a better look. She stops in her tracks. The man is beautiful. She seems taken aback by it for a moment, then catches herself and pulls back out, checking to see if Kenzie noticed. She didn't. Angela looks back once more. Hard cut to black reveals a title card:

MONDAY

INT. MANUEL'S HOSPITAL ROOM-DAY

Bandages wind toward camera as Angela replaces a wrap on Manuel's wrist. At the end, she goes to place his arm under the linen, then we feel her struggle silently with something. She dismisses it and fills the IV with his medication, then returns to what we can see is becoming an obsessive thought. Finally, she builds up the courage to peek. Once she does, she puts her mouth in her palm (I can't describe this action well--will show). She sits there for another moment and we see the dissonance build before she goes to look again and then stops herself. Just then, Kenzie throws back the curtains

KENZIE
Do you have the discharge paperwork
on 4?

Angela snaps back into herself

ANGELA
Of course

She moves toward Kenzie and we are hit with another hard cut to black on a new title card

TUESDAY

INT. MANUEL'S HOSPITAL ROOM-DAY

The black of the title card fades into the black of the room. Angela throws the curtain open, we see her silhouette as she turns efficiently back in Manuel's direction, then she stops suddenly

Her reverse shows Manuel staring at her placidly. There's a similar sort of immediate attraction in his eyes.

000197

They stand in this stare off for a moment, both unsure of what to do with the other. Finally, Manuel speaks quietly

MANUEL
Hello nurse.

Reverse to Angela, who sucks in a breath of air. Hard cut to black for another title card

WEDNESDAY

INT. MANUEL'S HOSPITAL ROOM-DAY

Kenzie and Angela work in unison to help Manuel change into a backless hospital gown. The silence between the three is heightened by the overwhelming rustle of the fabrics. Angela and Manuel keep stealing looks between each other, Kenzie doesn't seem to notice. When he's ready, one of them pulls up a wheel chair.

MANUEL
Are MRIs uncomfortable?

The two women work together to help him in the wheelchair

ANGELA
You might be a little cold. It won't take long

KENZIE
The noise can be annoying

ANGELA
We'll get you some ear buds

KENZIE
What kind of music do you want

Manuel looks up to Angela instead of Kenzie

MANUEL
Whatever you recommend

Angela tries not to seem affected

KENZIE
Ready?

ANGELA
I'll take him

KENZIE
You sure? It's on my way

000198

INT. HALLWAY-DAY

Angela pushes Manuel toward camera in a wheelchair. There's a frozen quality to them both, as if neither knows what to do next. They come closer and closer as we hear the slight sounds of the creaking chair and the background noises of the hospital filling their silence. We see Manuel adjust his arm. As they pass camera, we see he's positioned his hand so that his skin is touching her skin. Hard cut to black and a new title card hits

THURSDAY

INT. SINK-DAY

Angela is filling a basin with water. We feel her nervousness as she tries to get her emotions under control. She stops and takes an obvious breath, exhaling slowly. She finishes prepping the set up and puts it on a tray, begins wheeling it out

INT. MANUEL'S HOSPITAL ROOM-DAY

We start on a low angle of the tray wheels coming in and then see Angela enter the room. Manuel is asleep. Angela stands over him before nudging him awake gently. We go to his POV, grabbing a heavenly shot staring up at Angela as the light shines from behind her. She feels ethereal, dreamlike

ANGELA

Ready for your bath Mr. Ferrara?

Manuel sits up.

MANUEL

Sorry, I don't know why I'm
sleeping so much

ANGELA

It's normal

She sets herself up next to him and puts her hand out to signal for him to lift his arm. He does, and she begins washing.

ANGELA (CONT'D)

You seem to be feeling better

MANUEL

Yeah, the doctor said I'd be out in
a few more days

ANGELA
Pain is manageable?

MANUEL
What does not manageable look like

ANGELA
Well, you're able to talk to me

MANUEL
I'm winning then

Angela blushes slightly at the compliment, then they both fall silent. We feel them trying to grab looks at each other. The tension rises as Angela is working down toward Manuel's crotch. We see them both becoming more nervous about arriving there. Soon the heart rate monitor speeds up, giving him away. It becomes almost an alarm, incessant. His breathing increases as he becomes more aroused. Manuel tears finally tears it off to shut it up. Hard cut to black in the motion. Final title card:

FRIDAY

We come back in as they jump each other. Maybe the water spills. Passionate, heated BGA to finish. At the end, Angela reaches for the sponge and cleans his dick off. We float up to find Kenzie passing through. She sees the scene, smirks, and keeps walking

SEX WITHOUT LOVE

Written by

KAYDEN KROSS

Based on, If Any

Address
Phone Number

000223

INT. DINNER PARTY-NIGHT

The din of a dinner setting rises as we come in on a circular table at which ten formally attired people sit. Everywhere we look we feel wealth, quality. The only colors we see are black clothing with accents of white, a white table linen, small touches of red on the roses, the fingernails, the lips of women and the undersides of their shoes. Candles flicker and each guest has wine or champagne at their fingertips. We understand that we are on the other side of the dinner.

Plates are mostly empty, the guests chatter easily and with an air of fullness. We see all of this from just behind the elegant neck of a delicate blonde woman, Jessie. Her hair is up in a low twist and she wears a diamond necklace, drop earrings. We understand that she's watching the guests but not actively participating; there is a quiet hesitation. Soon the guest to her left begins running a hand up the arm of the guest sitting on the other side of that, and that guest caresses the person on her other side. Our jib shot sweeps out from behind Jessie in a semi-circle as this domino affect of increasingly sexual touch moves down the table. The shot lands squarely on Jessie now, and we are able to see her face for the first time. She stares evenly ahead, then takes a sip of champagne as she watches.

Jessie (V.O.)
How do they do it?

We go to Jessie's POV, and see that she's focused most on the woman who sits exactly opposite her. Jada is opposite Jessie in every way. She wears deep red lips and stick straight hair and we can see the four people on either side of her are all leaning in her direction. She is the peak of this energy. Jada lifts her chin to give room to a guest who moves to suck on her neck

Jessie (V.O.)
The ones who make love without love

A man stands and brings a woman to him and a piece of clothing is lost in the process that is so smooth it feels like a dance, rehearsed, hypnotic. We see our first glimpse of latex below the formal clothing. Jessie looks down into the blade of a knife and sees another reflection of nudity this transition blends us with

INT. ICE SKATING RINK-DAY OR NIGHT

The blade of a skate cuts the ice as Jade glides across it. She wears a full latex cat suit. We go wide as her figure lands centered in the shot.

A heavy spotlight backlights her form and haze twists in the air as she spins in place (note: the audio track is super important here--choose before shooting. Spin should pair with a place in the track that is ramping up)

INT. DINNER PARTY-NIGHT

Jessie watches Jada's arm reach for Oliver's and pull him to her. Jada's catsuit is now revealed beneath her clothing at the table

INT. ICE SKATING RINK-DAY OR NIGHT

Jada pulls Oliver in on the ice. Her hand creeps up his neck, nails dig in

INT. DINNER PARTY-NIGHT

Jessie watches fingers hook in flesh, there is more nudity and latex than before, everything is progressing

INT. BUTCHER SHOP ABSTRACT

Meat swings on a hook

INT. DINNER PARTY-NIGHT

We see raw uneaten meat still on a plate. Jessie watches a woman drink wine as a man goes down on her

INT. ABSTRACT

A naked female form stands on a turnstyle as wine runs down her body, men crawl from below to lap it up

INT. DINNER PARTY-NIGHT

Jessie watches as the interactions escalate. A chair is turned around and a woman sits on it as it rocks with the motion of the man fucking her. The sound of the chair scraping and hitting runs to the beat of the words Jessie speaks

Jessie (V.O.)
How do they come to the

Jessie
(V.O.) Come to the

Jessie
(V.O.) Come to the

The woman throws her head back, gasps

WOMAN 1
God

Jessie stands up and leaves the scenes hurriedly, overwhelmed. Her steps blend with the steps she takes in the next scene as

INT. ABSTRACT SPACE

Jessie walks in a completely black space until she happens upon a shallow puddle in the black floor

Jessie (V.O.)
Come to the still waters

Jessie looks down, sees her reflection in the water

Jessie (V.O.)
And not love the one who came there
with them

Jessie looks up across the water, sees only herself. Steam rising off her skin (plate shots allow us to see both versions of Jessie in the last frame of this sequence. They stare at each other)

INT. DINNER PARTY-NIGHT

Silicone drips off hands, lubricates genitals and latex indiscriminately

Jessie (V.O.)
These are the true religious, the
purists

A stunning rope is secured at the end of a rope design as the bodies writhe around

Jessie (V.O.)
The pros

INT. HALLWAY-NIGHT

Jessie takes a step forward as she watches from her place at a distance, leans in wide eyed. A cross falls across her face where she lands in the shadows

Jessie (V.O.)
The ones who will not accept a
false messiah

INT. ABSTRACT

Latex clad limbs writhe and twist to an undulating beat as snakes slither over the top. The entire image fills the frame like a bottomless snake pit

Jessie (V.O.)
Love the priest instead of the god

INT. DINNER PARTY-NIGHT

Jada grabs the back of a man's head, shoves it into her crotch and uses his face for her pleasure. Her hips writhe against him and she turns her face directly to Jessie. Jessie's eyes are careful when they meet her gaze

Jessie (V.O.)
They do not mistake the lover for
their own pleasure. They are like
great runners

INT. ABSTRACT

Jessie steps away from the puddle in the black space. She begins to jog in the direction of white light spilling through a doorway

Jessie (V.O.)
They know they are alone with the
road surface

INT. DINNER PARTY-NIGHT

Skin strips out of latex, hard nipple shows through

Jessie (V.O.)
The cold
Macro of rhythmic breathing from a guest as orgasm builds

Jessie (V.O.)
The wind.

INT. HALLWAY-NIGHT

Jessie is moving toward the party at a pace now similar to the pace she had in the abstract space. Her look begins to change into the look of the other version of herself she saw across the puddle

Jessie (V.O.)
Just factors.

INT. DINNER PARTY-NIGHT

Reverse pushes in on the orgy as Jessie closes the

distance Jessie (V.O.)
 Like the partner in bed

Reverse back to Jessie

Jessie (V.O.)
And not the truth

She slips a strap off her dress, looses it entirely as it falls to her feet on the floor. We go to this shot and the she comes more fully into frame as she walks away from us, her back frontlit against the sea of people undulating behind her

Jessie (V.O.)
Which is the single body alone in
the universe against it's own best
time

Jessie grabs someone by the hair, pulls them to her mouth. Orgy to finish

SCRIPT TITLE

Written by

Name of First Writer

Based on, If Any

Address
Phone Number

000284

INT. BREAK ROOM-NIGHT

Kenzie enters, looks at her charts. She rubs her eyes, it's late. She checks the clock. We watch her brew a tea and then there's a sharp rap at the door. Kenzie looks up. A woman stands holding a vase of roses and a card.

VALERIE
Excuse me, I'm looking for room 462

Kenzie seems a little confused, but pulls herself together

KENZIE
Down the hall to the left, but
visiting hours are over, only
immediate family members can be
here after 6

VALERIE
Right. I'm his wife

Kenzie manages to control her reaction, and as Valerie leaves she gives us a fine baby yoda sipping tea moment

INT. HALL-NIGHT

Our shot starts on the room number 462 before pulling out to show Manuel in his hospital bed, Valerie making small talk with him as she perches on the side. She touches his face tenderly. Kenzie passes by with a knowing look on his face. Ominous music rises up

Title card: Florentine 2

INT. HOSPITAL ROOM-MORNING

Kenzie walks in and does the same curtain opening shot that we saw in part one, making the black of the title card turn into a sudden wash of light as Kenzie turns around. Manuel is startled awake

KENZIE
Morning!

MANUEL
Morning...

KENZIE

Sorry it's just me today, it seems like there must be a clerical mistake, they're saying a request was put in to pull you off Angela's rounds?

Manuel plays dumb

MANUEL

I don't know where that would have come from

KENZIE

Maybe your wife?

Manuel is silent, he doesn't know how much Kenzie knows. Kenzie smirks as she turns toward camera, filling up a syringe. Manuel eyes her, then her figure. She turns around abruptly and adds the medicine to his IV

KENZIE (CONT'D)

Anyway, you're almost in the clear now right?

MANUEL

What do you mean?

Kenzie goes for her chart

KENZIE

I show they're discharging you tomorrow at 10am. Do you have someone to pick you up?

MANUEL

My wife

Kenzie leaves toward camera

KENZIE

Excellent

INT. HOSPITAL ROOM-MORNING

We start on black, and then a flashlight pops on toward camera, Kenzie's face just behind. She tinkers with something and then we see that she's setting the hands of a clock back, when she's finished she quietly replaces the clock and then moves for the curtains, once again throwing them open to startle Manuel awake

KENZIE
Morning Mr. Ferrara!

Manuel tries to block the light with his arms, he's still half asleep

KENZIE (CONT'D)
It's your last day

We get a repeat as Kenzie adds something to a syringe, she has a diabolical look on her face as Manuel adjusts sleepily in the background. She moves toward the IV and inserts it

KENZIE (CONT'D)
How are you feeling?

MANUEL
Fine, glad to be going home

KENZIE
I bet

She moves to the drawer and pulls out a fresh hospital gown

KENZIE (CONT'D)
Let's get a fresh gown on you

MANUEL
Do I need that? I'm going home in a couple of hours aren't I? What time is it?

He looks at the clock, it says it's a few minute past 7am. He seems slightly thrown off but doesn't think anything of it

KENZIE
We don't stop care until you're out of here, sit up

Manuel starts to breathe a little heavier

KENZIE (CONT'D)
Everything ok?

MANUEL
Yeah, it's just, is it hot in here?

KENZIE
You look a little flushed, let's cool you down

She strips the sheets off of him, pulls off his hospital gown

MANUEL
What medicine did you give me?

KENZIE
Your usual dose, why

MANUEL
I feel strange

Kenzie leans over him to reach the IV bag, her breasts are in his face

KENZIE
Everything looks normal, I don't know what to tell you

Manuel notices he has a boner now, he tries to cover it up

MANUEL
I'm sorry, I don't know what's going on

Kenzie puts a glove on (Janine Lindemulder shot)

KENZIE
Mind if I check?

Manuel nods, out of breath. She handles his dick and balls expertly, feels around. We feel him almost cry out from the sensation

KENZIE (CONT'D)
Strange

She pulls out her little flashlight and jumps on top of him in cowgirl

KENZIE (CONT'D)
Let me check your pupils

Manuel is completely lost to her now, she pushes closer to him

KENZIE (CONT'D)
I can fix this for you if you want

Manuel looks nervously to the door, he looks back to Kenzie. We feel how cornered he is. His dick is raging. She plays with him. He finally lunges for her. **BG to finish.** At the end, Kenzie jumps off easily and grabs her stuff as she goes to exit. The wife is standing slack jawed with roses in hand

KENZIE (CONT'D)
He's all yours.

SYNOPSIS: KENZIE BROKE HER NUMBER ONE RULE: SHE FELL IN LOVE WITH A MARRIED MAN. TIRED OF WAITING AROUND FOR HIM, SHE GIVES HIM AN ULTIMATUM - HER OR HIS WIFE. WHEN HE GHOSTS HER, SHE REACTS IN FRUSTRATION.

EXT - CITYSCAPE - SUNRISE

Establishing shot of the sun rising over the city

INT - BEDROOM - EARLY MORNING

A series of TIGHT SHOTS show details of the situation before the whole.

TIGHT SHOT of two empty glasses of champagne near an ice bucket.

REVEAL - the ice in the bucket as all melted and the bottle is unopened.

TIGHT SHOT of expensive jewelry on their neck, ears, wrist.

TIGHT SHOT of a phone screen a series of unanswered texts are on screen:

KENZIE: "How far are you?"

KENZIE: "Are still you coming?"

KENZIE: "Why are you not responding?"

TIGHT SHOT of her texting furiously:

KENZIE: "Are you fucking with me?"

WIDE REVEAL - KENZIE sitting in bed staring at her phone, visibly upset. She was clearly waiting for someone who never came.

KENZIE VO
I used to have an easy life. That was until I fell in love with a married man.

KENZIE leaves off-screen at a frustrated pace.

INT - WALK IN CLOSET - EARLY MORNING

KENZIE enters the closet and takes it all in.

REVEAL - tons of expensive clothing and accessories.

KENZIE VO

I was the mistress. That was the deal going in. He would come and go as he pleased, and in return he'd buy me anything my heart desired.

KENZIE puts her phone down, slowly walks around the closet, brushing her hand against all her nice things.

KENZIE VO

Standard practice... but things changed somewhere along the way. What I wanted couldn't be bought. So when he told me he felt the same way... I was elated. I've never felt so good in my life. But he needed time. Too much time. A week. A month. A year. I waited for him like a good mistress. Like a damn fool.

Something snaps in KENZIE, she rushes to her phone.

A series of INSERTS of KENZIE's phone as KENZIE types and sends a series of furious texts.

KENZIE: we're through

KENZIE: I never want to see you again

KENZIE: you're not a real man

KENZIE: you're a bitch

KENZIE: stay with your old pussy

KENZIE: fuck you and your wife

KENZIE VO

But I was done waiting around. I was done being the other woman. It was my time. So last night I gave him the ultimatum... and here we are.

KENZIE grabs a suitcase and starts to frantically grab stuff from the closet and jam it in.

KENZIE VO
And there I went.

She then goes to a safe and opens it. She takes out a large sum of cash and jewelry.

When KENZIE turns away from the safe, she stops and stares at something off-screen.

REVEAL - MICK in the doorway, looking at her, exhausted, annoyed.

KENZIE VO
But then... he came.

They stare at each other for a few moments, and then MICK breaks the silence.

MICK
I can explain...

As soon as he opens his mouth, KENZIE rushes towards him, angry. She interrupts him.

KENZIE
You had your chance. And you fucked it. I don't ever want to see your fucking face again.

KENZIE tosses the cash in her hand in MICK's face. She then turns back to go back towards the suitcase, on her way taking one last stab at him.

KENZIE
You're not a man, a man can make a decision. You're a child-

KENZIE is about to drop the jewelry into the suitcase and suddenly, a hand grabs her wrist from off-screen.

KENZIE turns to MICK, he's looking at her stern.

KENZIE looks back, not flinching.

KENZIE
Fuck you.

After saying her words, SHE lunges at MICK and they kiss hard.

KENZIE VO
And then... we came.

Sex actions all around the closet as they both release their pent up rage on each other in a sexual explosion (tearing / ripping clothes both ways, rough foreplay both ways, etc etc)

Eventually leads to the bedroom for sex.

SUMMARY: KENZIE AND JACK PLAY A GAME OF COUPLES' BEACH VOLLEYBALL AGAINST LIYA AND AARON. KENZIE AND LIYA MAKE A BET: WHOEVER WINS GETS TO HAVE SEX WITH THE LOSER'S BOYFRIEND. KENZIE WINS, BUT LIYA GETS A CONSOLATION PRIZE.

EXT. BEACH - DAY

CLOSE SHOT: Female hands serve a volleyball

KENZIE (VO)

Good.

CLOSE SHOT: Female hands return a volleyball.

KENZIE (VO)

Giving.

CLOSE SHOT: Female hands spike a volleyball.

KENZIE (VO)

Game.

REFRAME: KENZIE and JACK are on one side of a volleyball court, LIYA and AARON on the other. A game is in progress.

KENZIE (VO)

It's the best way to be in the bedroom, but it also applies to close friendships.

LIYA returns the ball.

KENZIE (VO)

Liya and I love to keep each other on our toes.

FLOOR SHOT: KENZIE's feet dig into the sand. The ball falls out of reach.

AARON smiles. JACK shakes his head.

KENZIE (VO)

If it wasn't for our friendly competition, we probably never would have landed such hot boyfriends.

LIYA approaches the net to speak with KENZIE. KENZIE holds the ball.

KENZIE (VO)
We also love a good wager.

LIYA
Looks like we're tied. Care to make this interesting?

KENZIE
What do you have in mind this time?

LIYA
(looking past KENZIE)
If I win...

JACK stretches.

LIYA
(offscreen)
I get to fuck Jack.

KENZIE scoffs.

LIYA takes a step closer to the net.

RACK FOCUS: LIYA in focus, the background is a blur.

LIYA
If you win...

LIYA points over her shoulder.

REFOCUS and REVEAL AARON, standing out of earshot.

LIYA
You can have your way with Aaron.

KENZIE looks off to the side for a beat, then nods.

KENZIE
You're on.

LIYA
Be careful now...

LIYA backs off from the net.

LIYA
He might have his way with you.

KENZIE gets into position and serves the ball.

VOLLEYBALL MONTAGE. A long, fierce rally.

KENZIE (VO)
Nobody likes a sore loser. But I knew that if I lost, Liya would never let me live it down. Losing with dignity would be impossible, so losing at all wasn't an option.

LIYA almost scores on KENZIE but she saves it.

SLOW MOTION: Finally, KENZIE spikes the ball.

SLOW MOTION: LIYA dives for it, but -

The ball drops just out of reach.

LIYA turns over and is shocked to see a hand reaching out to her.

KENZIE (VO)
Like I said, good, giving game.

LIYA's POV: LOW-ANGLE on JACK, extending his hand out to LIYA.

KENZIE (VO)
Nobody likes a sore winner either.

LIYA takes JACK's hand. He lifts her up.

LIYA watches KENZIE approach AARON and put her hands on his chest.

LIYA
(to JACK)
And you're okay with this?

CLOSE SHOT: JACK dusts sand off LIYA's ass.

LIYA looks in JACK's eyes. In the background, KENZIE and AARON are already making out.

LIYA turns and notices KENZIE's hand roaming down to AARON's crotch. She turns back and kisses JACK.

Foursome ensues.

PROPS: Volleyball, volleyball net

SUMMARY: KENZIE WANTED SOME TIME ALONE ON HER OWN ISLAND. SHE GOT THAT, BUT UNDER ONE CONDITION - HER FATHER SENDS SOMEONE TO KEEP AN EYE ON HER. AT FIRST KENZIE TRIES TO IGNORE HIM, BUT HE'S A CONSTANT PRESENCE.

EXT - BEACH - DAY

POV from phone camera - KENZIE sets up the camera with the ocean in the background. Once she gets the angle she likes, she runs off into the background to take a photo. As she poses, the camera falls over and we hear KENZIE in the background swear.

(PRODUCTION NOTE: use the main camera or a higher quality camera for this shot, we'll make it look like a phone in post-production)

KENZIE
FUCK!

As the camera falls, we see someone in the background for a split second before it cuts to black.

PRE-LAP

KENZIE
Hey babes!

EXT - BEACH - DAY

POV FROM PHONE CAMERA - KENZIE walks on the beach looking at the camera, talking to it. On screen we see a scrolling chat - she's streaming.

As KENZIE streams and talks to her phone, we intercut her phone's footage with our own camera, seeing her do her thing as she streams from a distance.

Throughout this sequence, KENZIE looks over her camera every once in a while with an annoyed face. We don't see who she is looking at from her camera until later. From the main camera, we see someone always appearing in the foreground very slightly or WAY in the background. We don't know who they are but they are watching her, following her around.

The below conversation is cut over many takes, showing different parts of the island.

KENZIE
(to camera)
Can you believe I'm still getting
signal? Crazy, I know!

KENZIE
(to camera)
Even crazier, I have ALL this to
myself.

KENZIE
(to camera)
No, not just the beach - the WHOLE
island.

KENZIE
(to camera)
So for the next week, it's just you,
me, some skimpy bikinis, and nature.

KENZIE
(to camera)
Don't be jealous, I'll try to make
this as fun for you as it is for me.

KENZIE blows a kiss to the phone.

KENZIE turns around, and in the distance, we see someone in
the background (on camera footage).

The chat acknowledges that there's someone and KENZIE reacts.

KENZIE quickly turns to change the background while still
talking, keeping up the illusion she's alone. She says one
last thing and then signs off in a hurry.

KENZIE
(on phone)
Oh... I think it's a tree or
something. Ok, got to go. BYE!

KENZIE hangs up quickly.

ONLY MAIN CAMERA FROM HERE

KENZIE, very annoyed, marches away from the beach. She
focuses on something as she gets further away.

REVEAL - CHRISTIAN is standing by watching KENZIE with his arms crossed.

As KENZIE walks past him, she looks at him and swears.

KENZIE
Fuck you, NARC!

CHRISTIAN laughs, putting his hands up in the air.

CHRISTIAN
(laughing)
Just doing my job!

KENZIE marches off as CHRISTIAN watches her go, laughing.

EXT - BEACH - DAY

KENZIE chills on the beach, tanning.

KENZIE VO
You know how it is. You want some alone time, so you rent an island to yourself. But when you're about to leave, daddy won't let you go without someone to keep an eye on you so you don't die or whatever.

CHRISTIAN is revealed to be watching her from a distance.

KENZIE VO
(Sighs) The life of a billion dollar heiress. The worst, am I right?

From far we hear KENZIE yell out.

KENZIE
Take a fucking picture, why don't you?

TIGHT on KENZIE turns over on her stomach to tan her back.

After a few moments, we hear a camera go off in the background, KENZIE reacts and looks towards the sound.

REVEAL - CHRISTIAN, now nearby, actually took a photo of her. He seems proud of himself and the picture.

CHRISTIAN
I think it's your best angle.

CHRISTIAN proudly shows KENZIE the photo - it's her ass.

KENZIE looks up at CHRISTIAN with a look like she was scandalized. CHRISTIAN laughs.

KENZIE
Old perv!

CHRISTIAN smiles to himself and walks away. KENZIE looks away from him and continues to tan. After a beat, we hear CHRISTIAN make a comment from far.

CHRISTIAN
(off camera)
Spoiled brat!

KENZIE exhales annoyed.

EXT - WATER - DAY

KENZIE goes into the water to swim in the pristine ocean.

KENZIE VO
CHRISTIAN has been my dad's eyes and ears on me ever since I turned eighteen. I always thought he was kind of cute, so it wasn't the WORST thing in the world that he was around.

Eventually, KENZIE gets out of the water, walking towards the beach (like the famous JAMES BOND beach shots). She slicks her wet hair back as she walks, looking absolutely stunning.

KENZIE VO
And now that we were completely alone together...

CHRISTIAN is watching from past the beach from a chair. KENZIE walks past and sticks out her tongue at him. CHRISTIAN shakes his head with a smile.

KENZIE VO
...you might say I was starting to like it.

INT - BEDROOM - NIGHT

KENZIE is masturbating hard in bed, talking dirty to herself about CHRISTIAN. Amongst the dirty talk, she says one line.

KENZIE
Like watching me? You fucking perv?

EXT - BEACH - DAY

KENZIE is tanning again, but this time she doesn't look as annoyed. She looks more pensive, considering something.

KENZIE VO
And as the days went on... it even got
to the point where I found myself
looking less forward to being alone...

KENZIE looks over her shoulder.

REVEAL - CHRISTIAN is in the distance in a chair facing KENZIE, reading a newspaper.

KENZIE VO
...and more forward to being watched.

KENZIE thinks for a second and then looks down at her phone.

She then smiles.

KENZIE VO
...and then it hit me.

KENZIE sets up her phone so she can get a view of CHRISTIAN without CHRISTIAN noticing.

POV of the camera she set up, we see KENZIE approach CHRISTIAN way in the distance and stop right in front of him.

KENZIE
Hey.

PRODUCTION NOTE: We see everything from the normal camera from now on.

KENZIE is standing over CHRISTIAN as he continues to read his paper.

KENZIE
You're not doing your job.

CHRISTIAN lowers his paper and looks at KENZIE and then back at his paper. KENZIE rolls her eyes. She starts to undress.

KENZIE
Hey.

CHRISTIAN lowers the paper again, this time he keeps it down.

KENZIE
Got your attention now?

CHRISTIAN
...certainly.

KENZIE tosses his paper aside and straddles him.

KENZIE
Not a word to my dad.

CHRISTIAN nods. They kiss. Leads to sex.

AFTER SEX - (LOCATION DOESN'T MATTER)

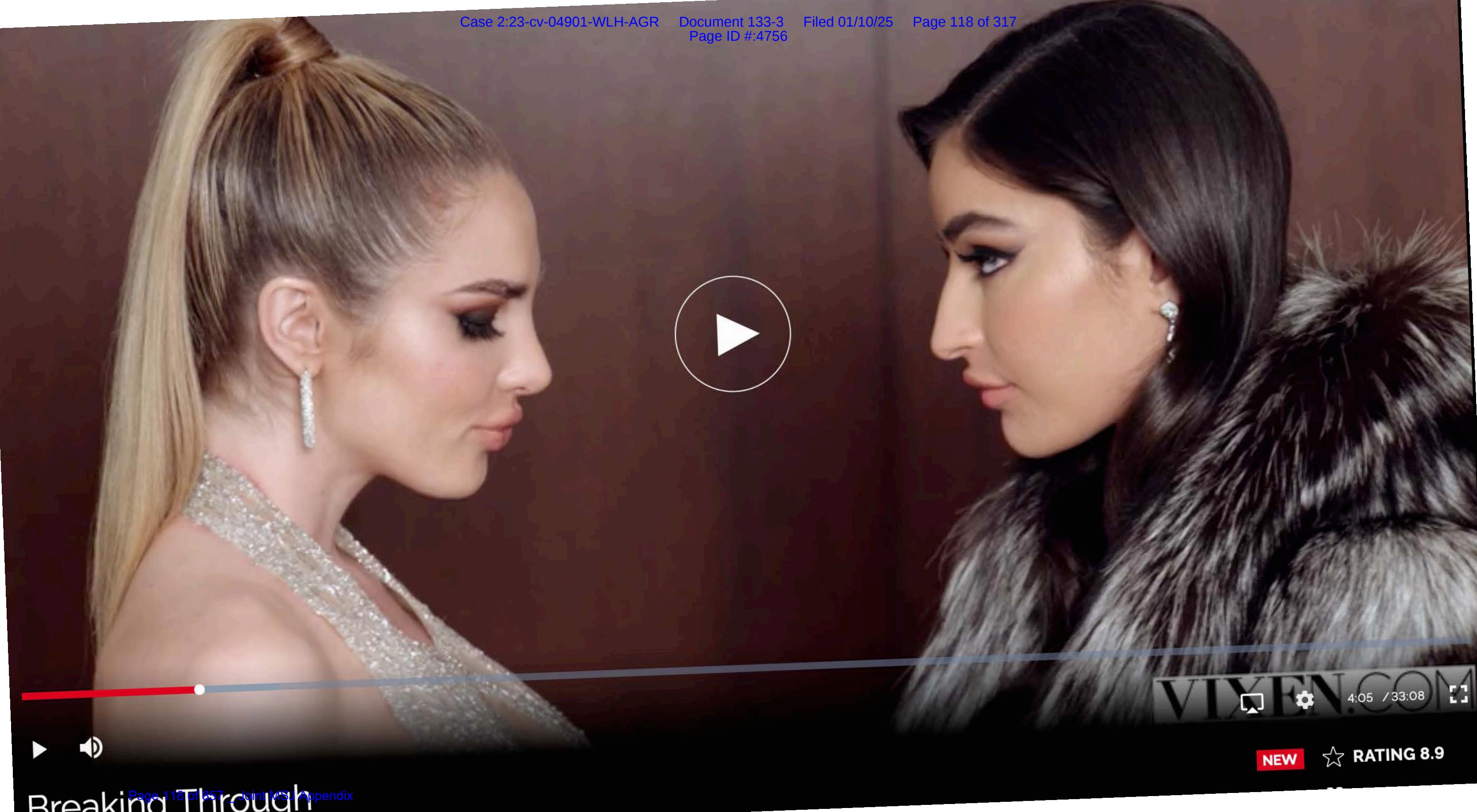
We see KENZIE looking at her phone at the footage of her fucking CHRISTIAN (the far camera). She's smiling.

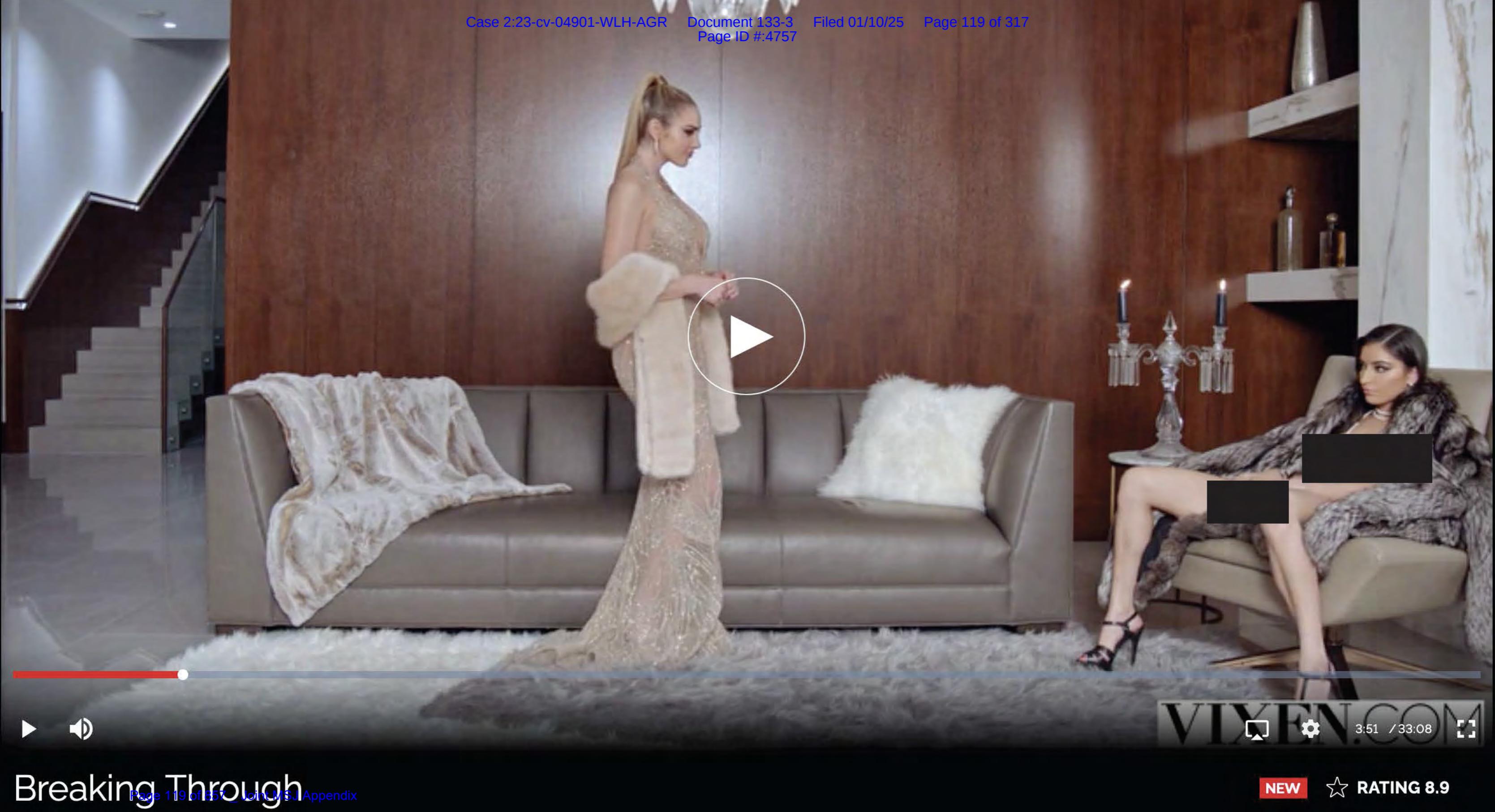
She is about to send it to her dad, but stops.

KENZIE
Naw... just for me.

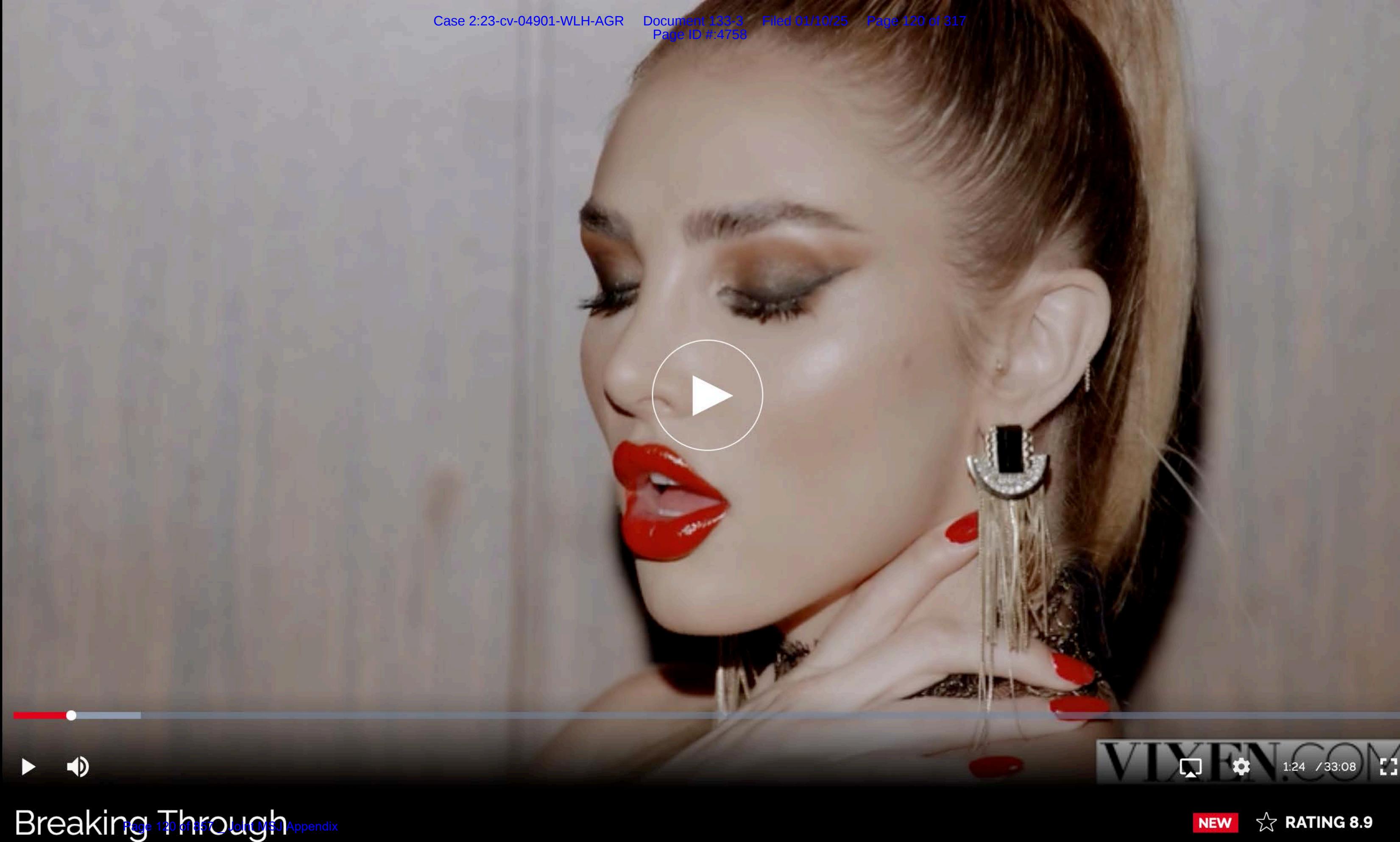
KENZIE erases the text.

EXHIBIT 4





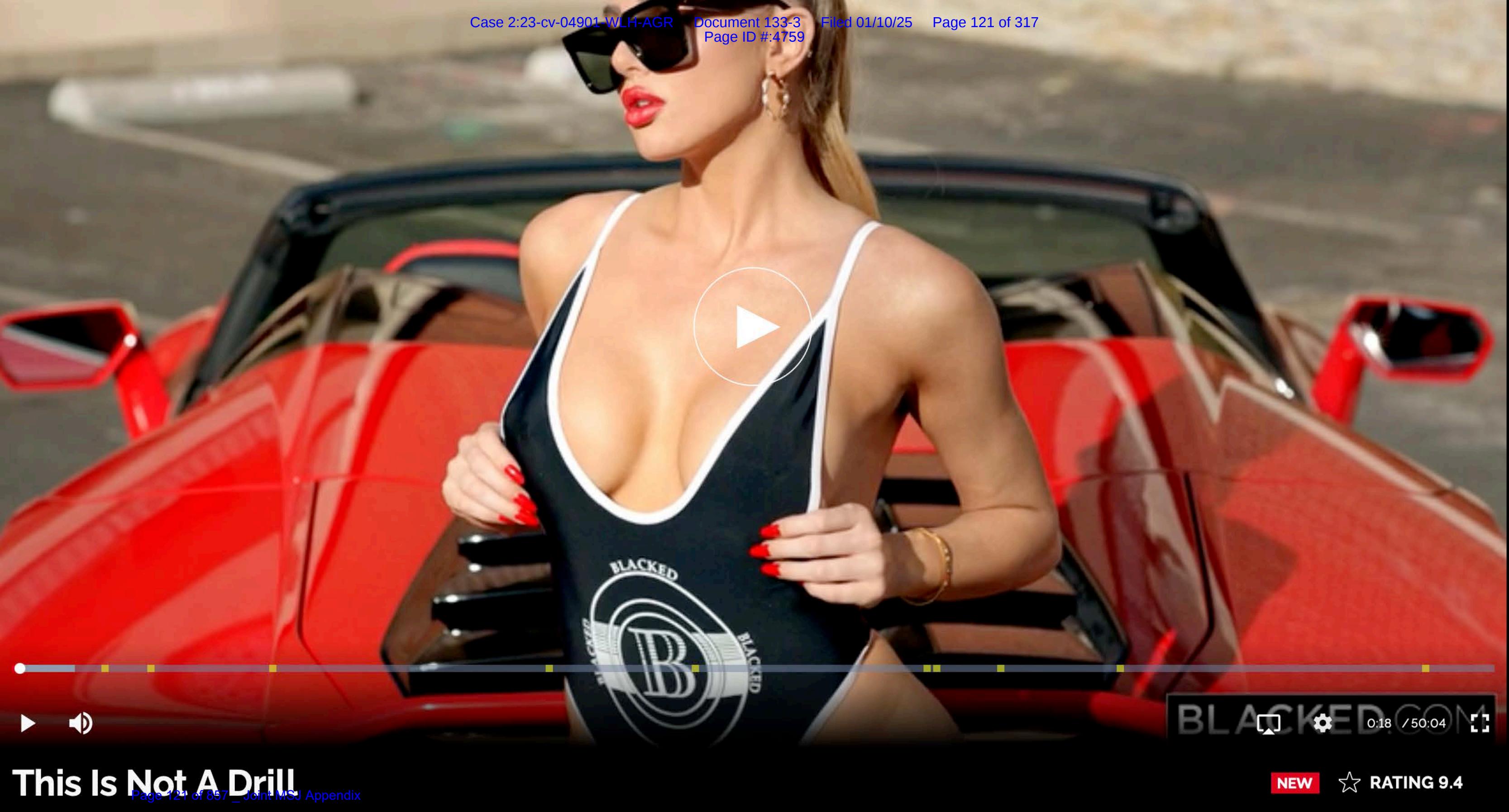
VIYEN.COM



VIXEN.COM 1:24 / 33:08

NEW

RATING 8.9



BLACKED.COM 0:18 / 50:04

This Is Not A Drill

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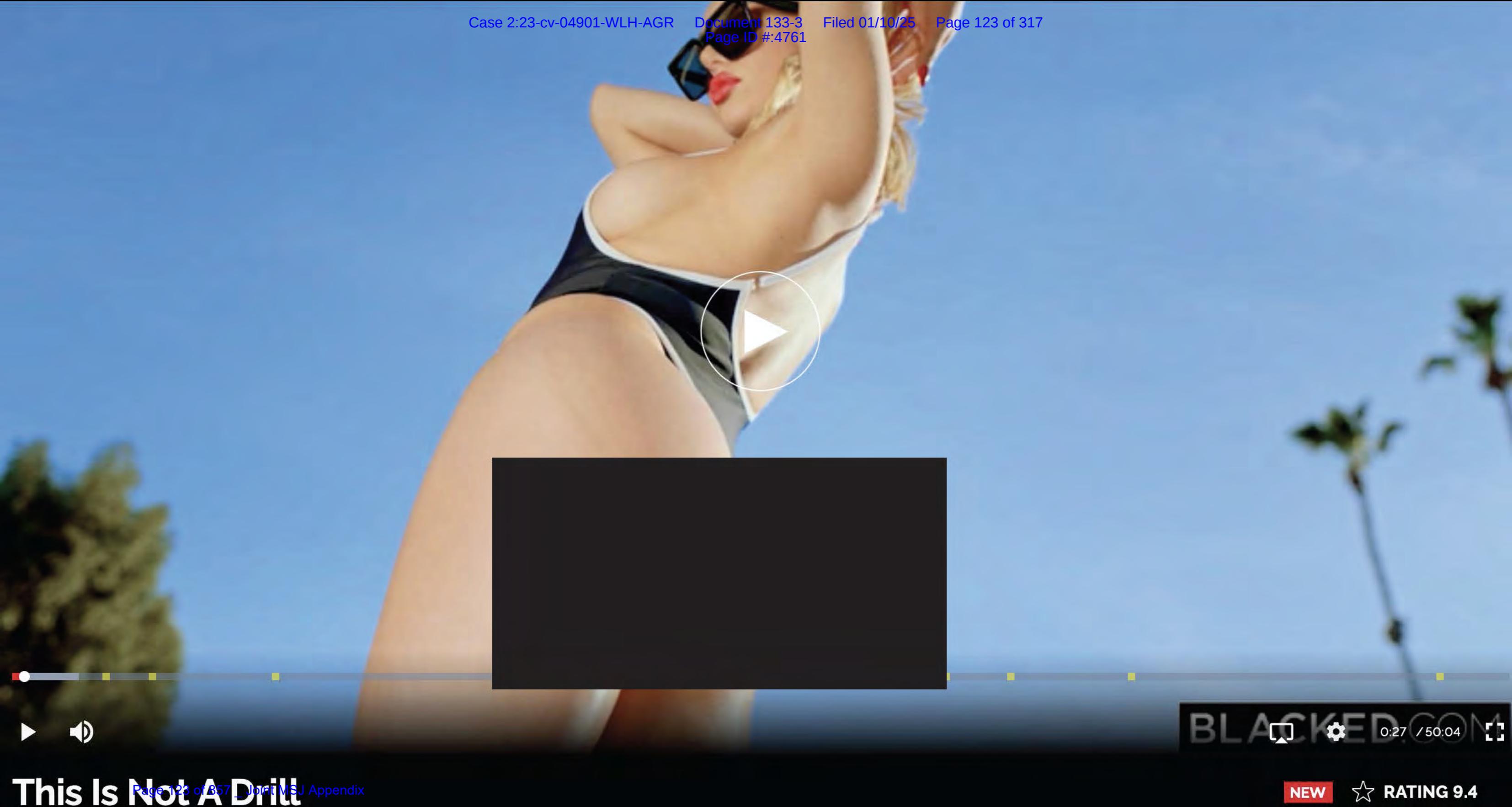
NEW ⭐ RATING 9.4



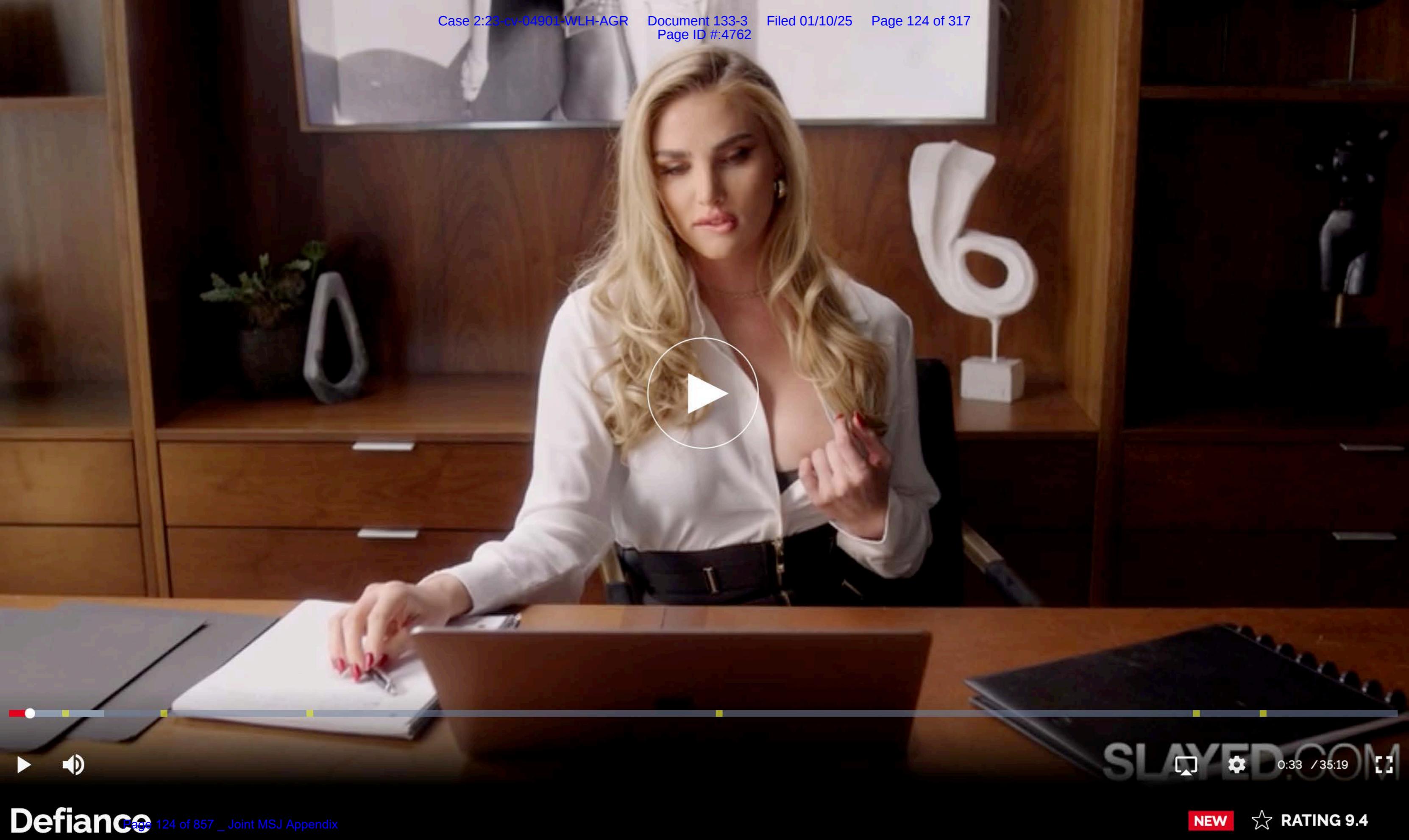
This Is Not A Drill

Page 122 of 857 _ Joint MSJ Appendix

NEW RATING 9.4



BLACKED.COM

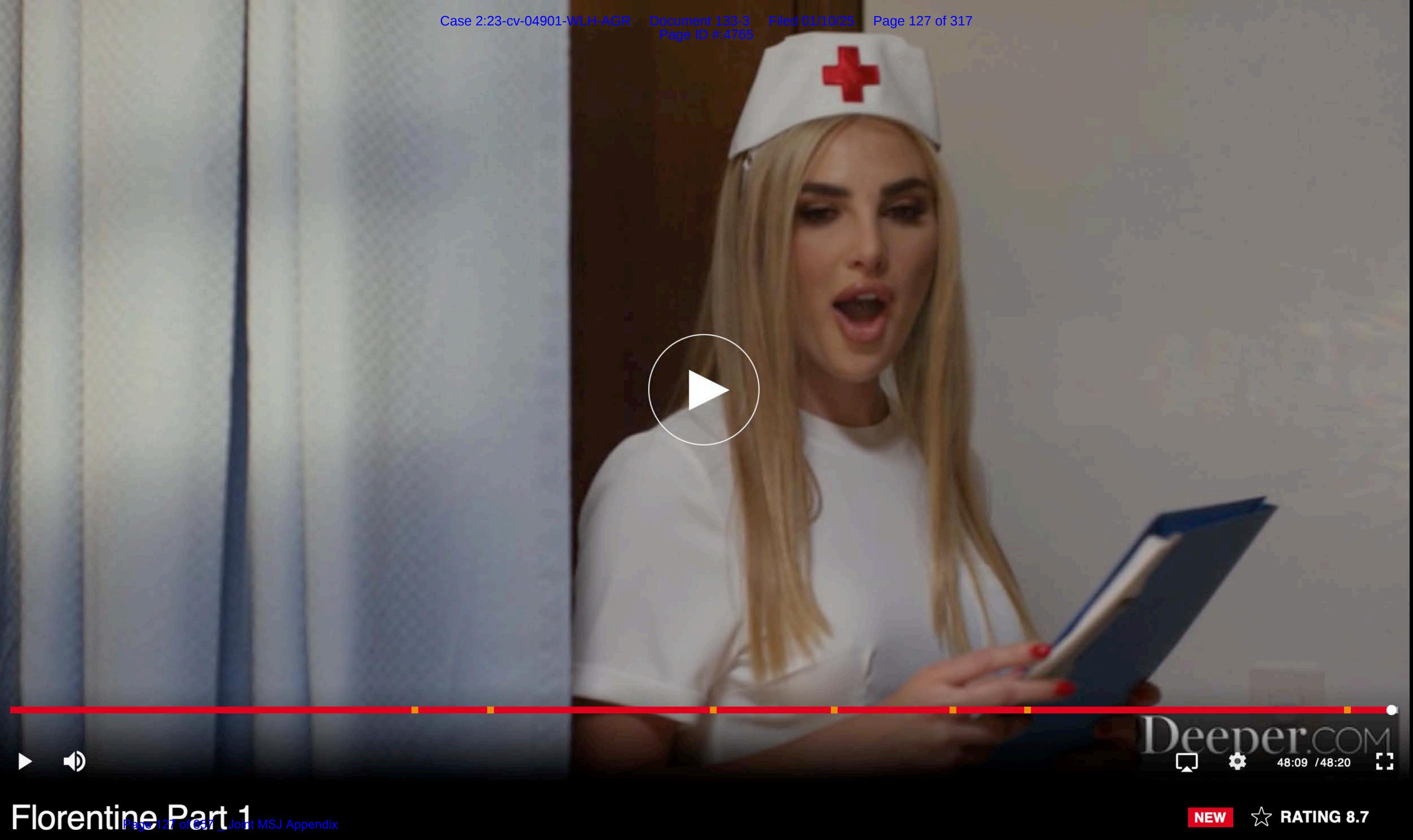


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NEW RATING 9.4

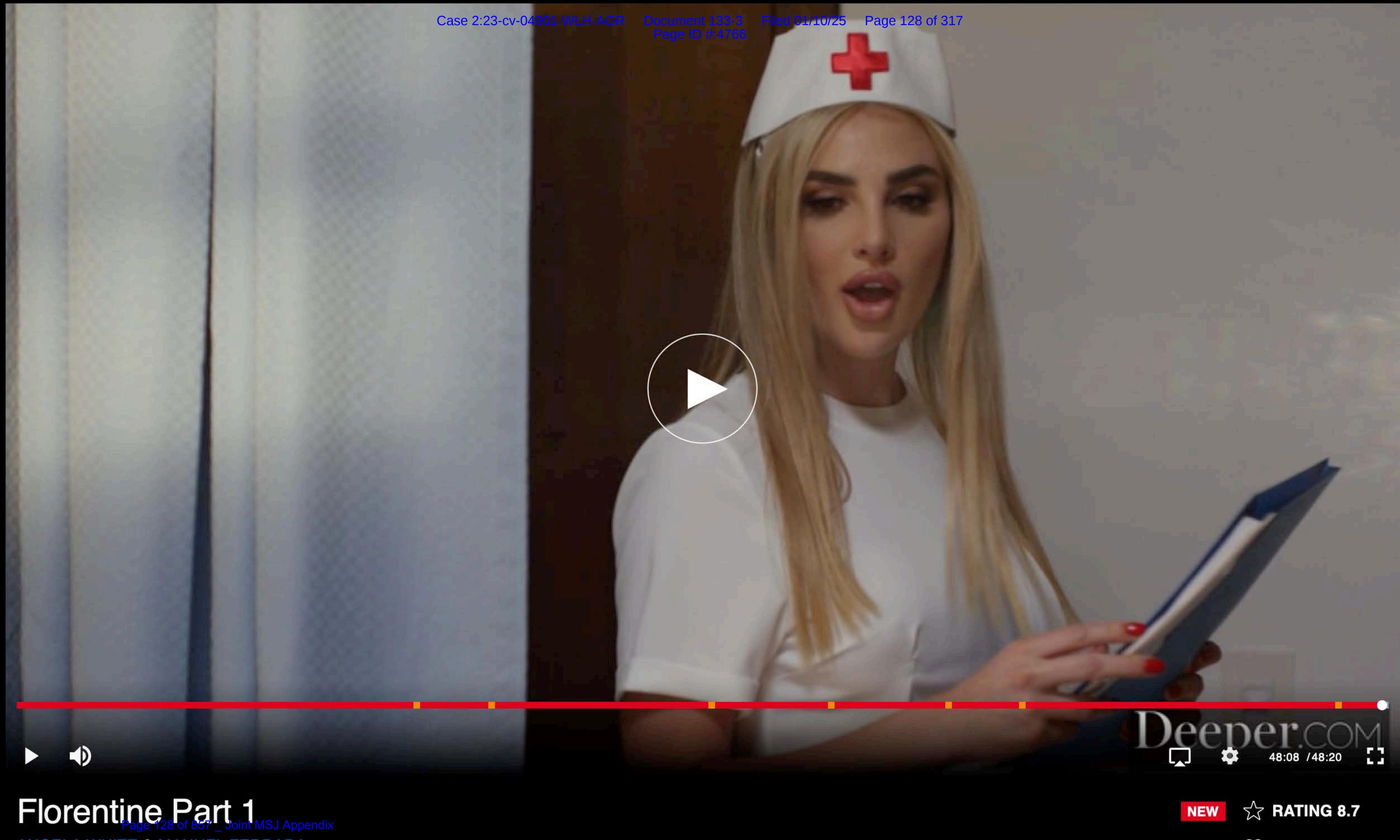






Deeper.com

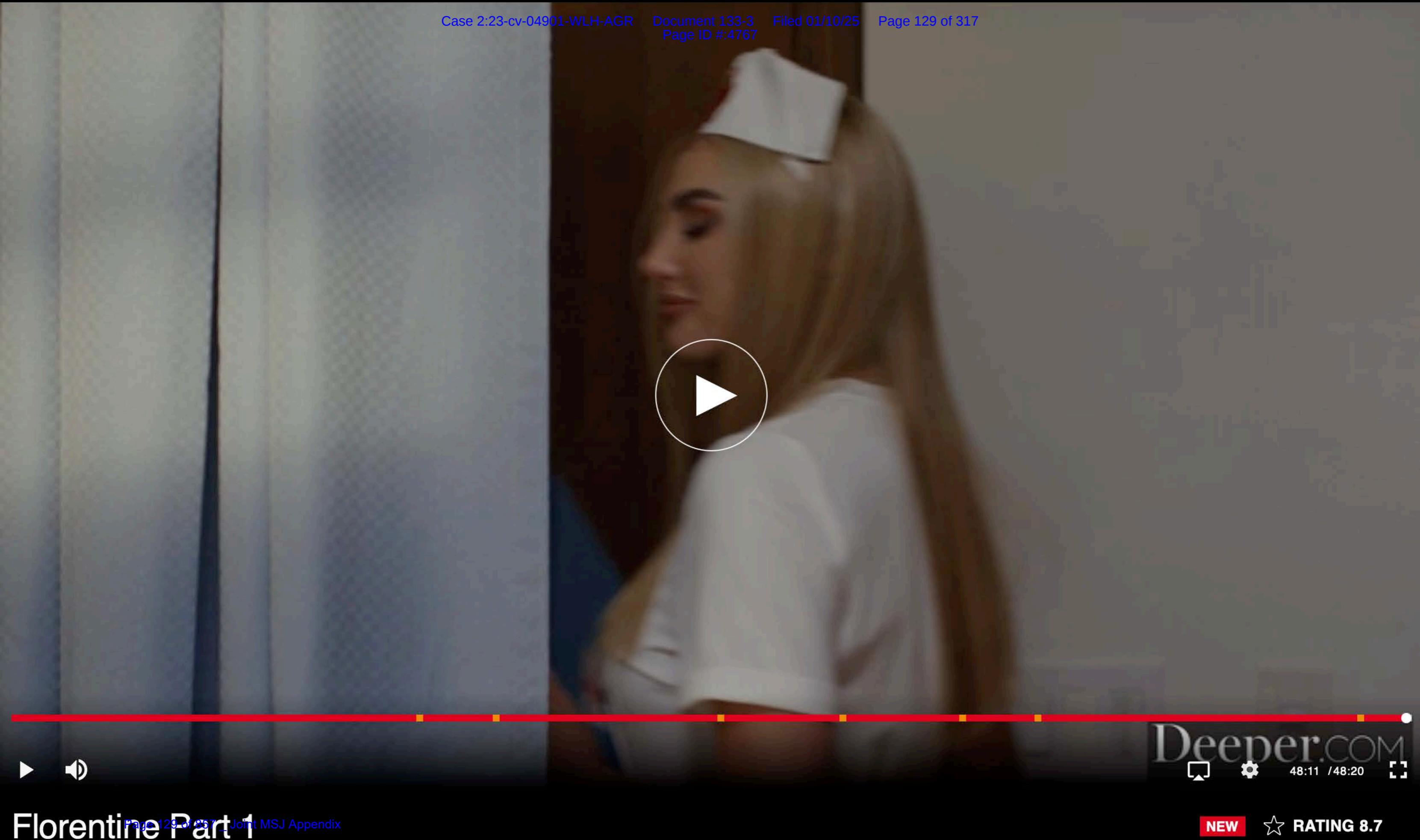
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Florentine Part 1

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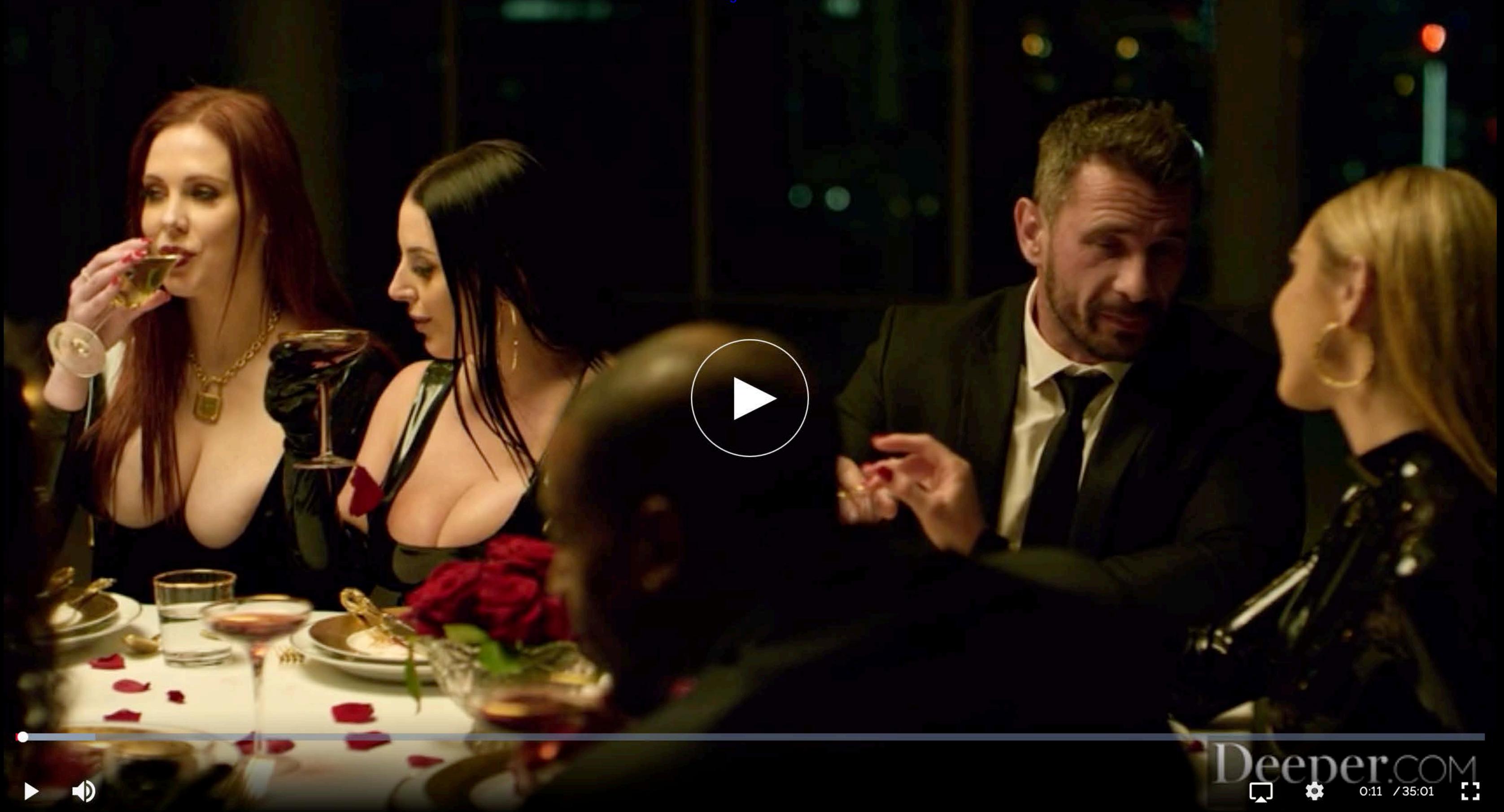
NEW RATING 8.7



Deeper.com

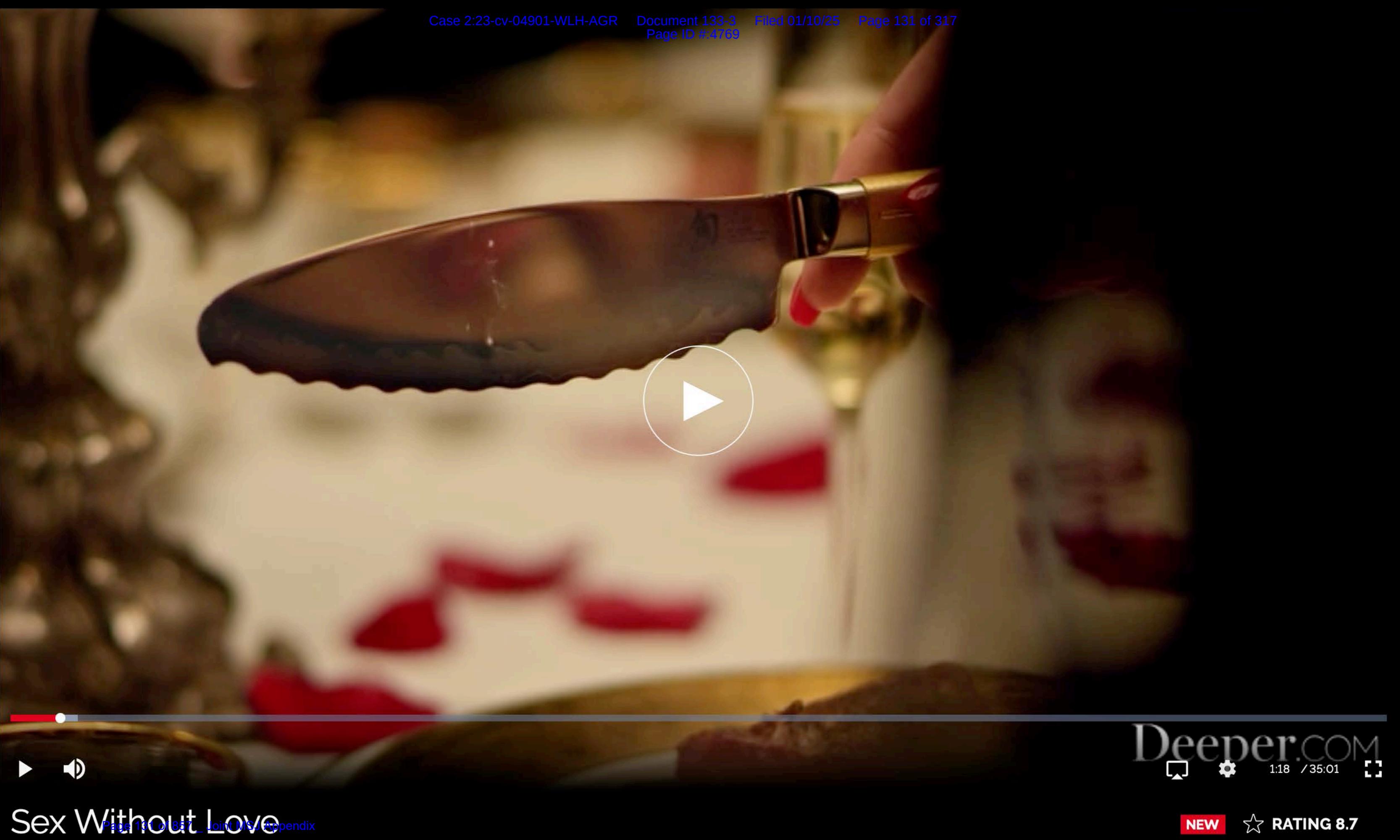


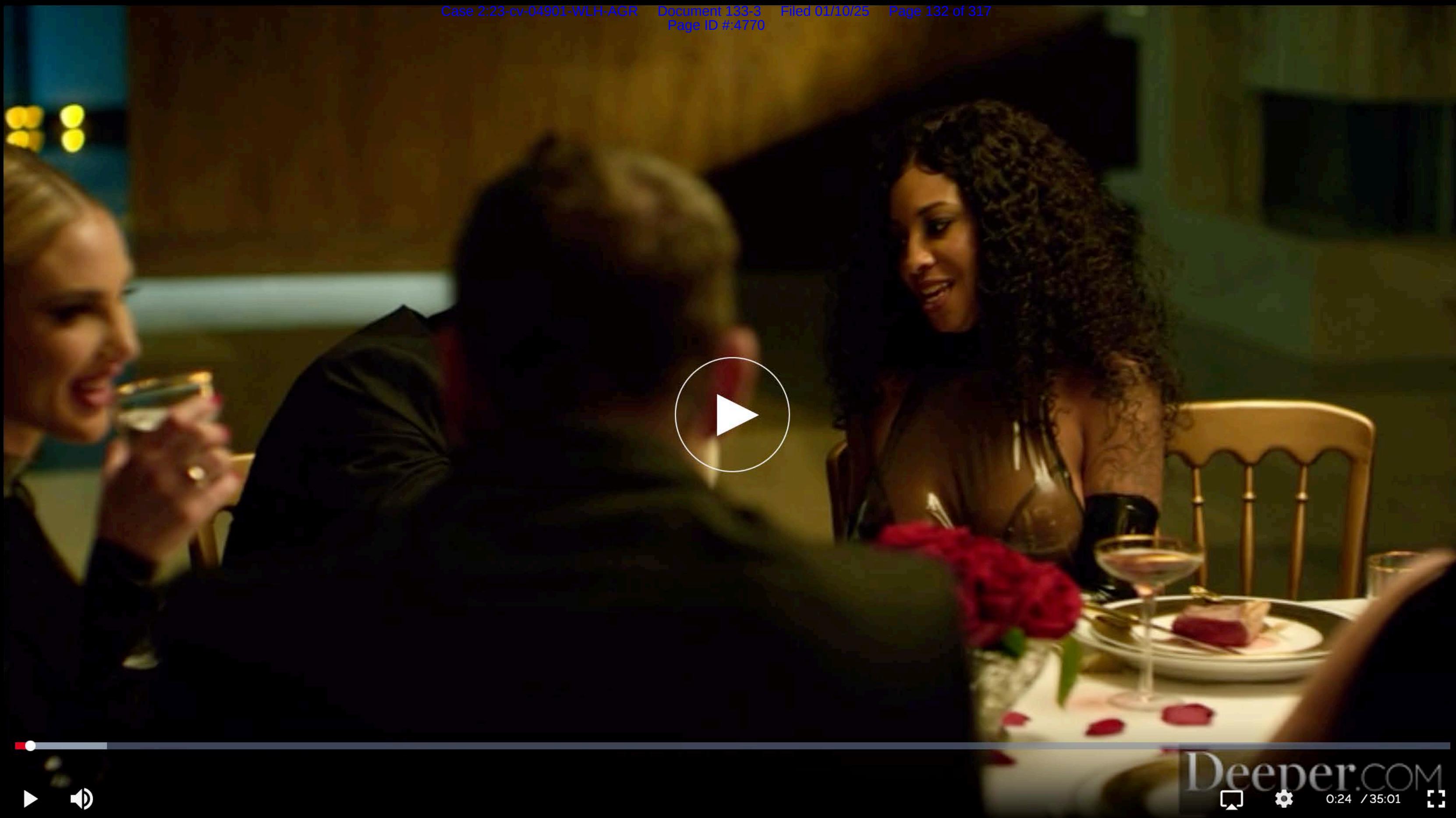
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Deeper.com

0:11 / 35:01



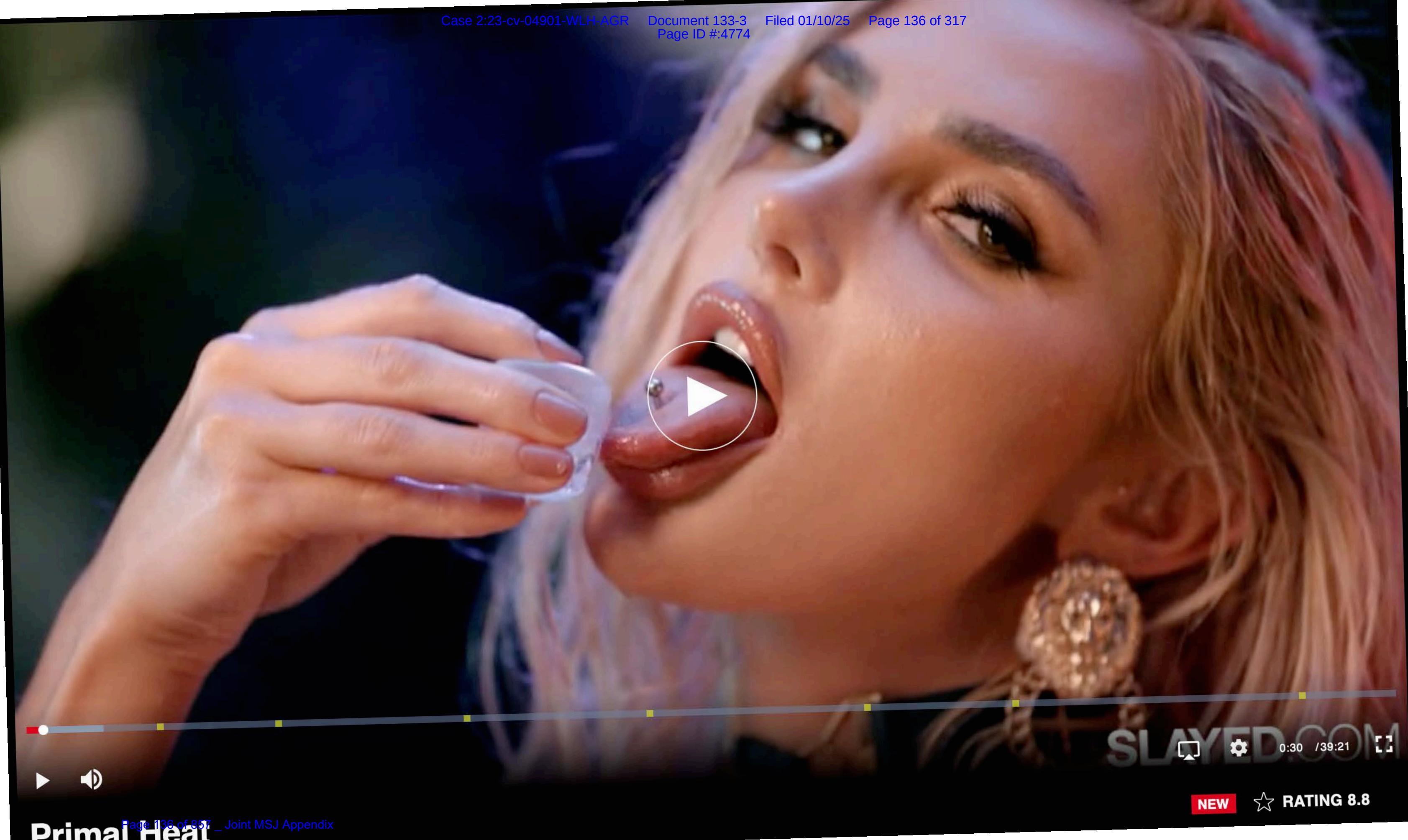


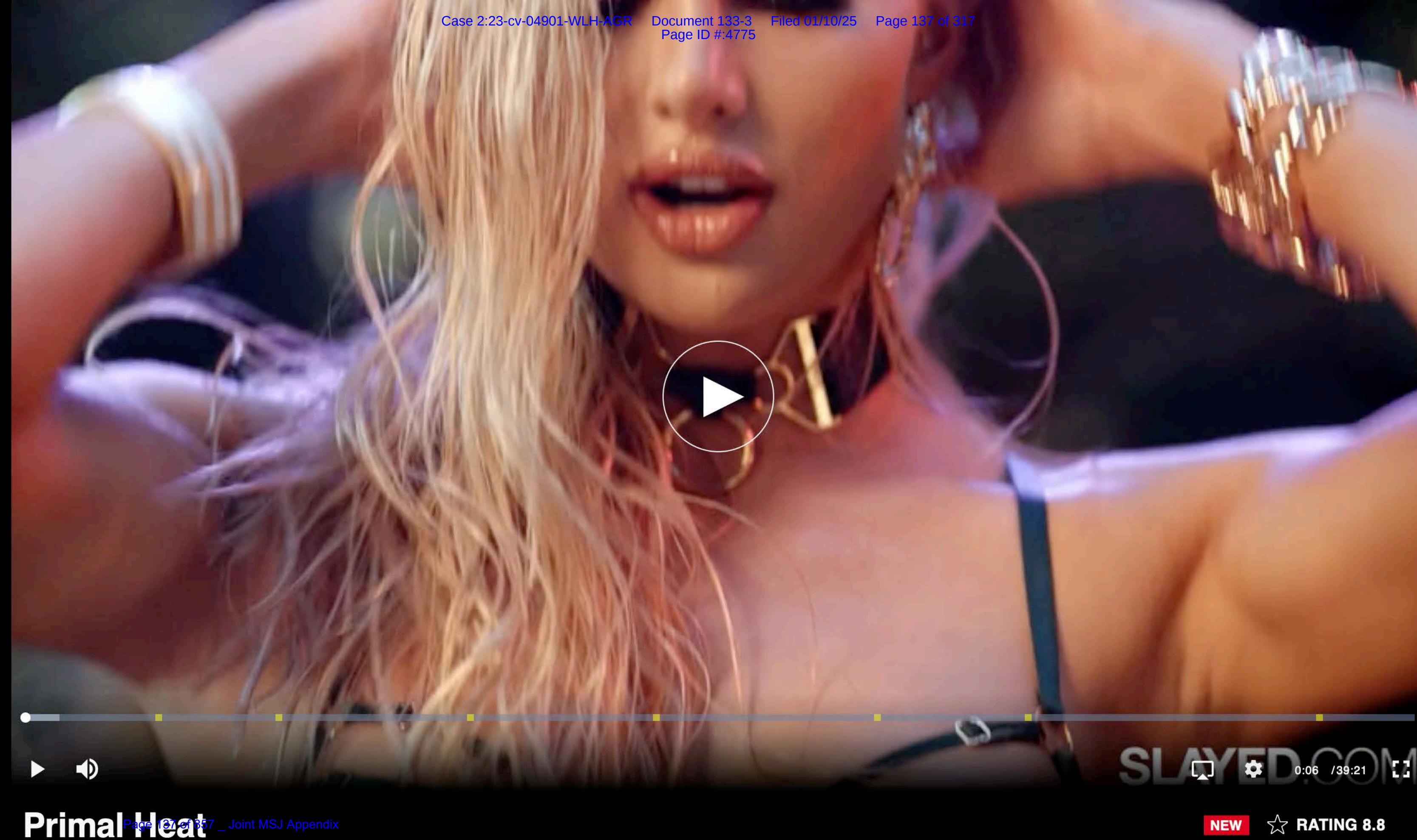
Deeper.com

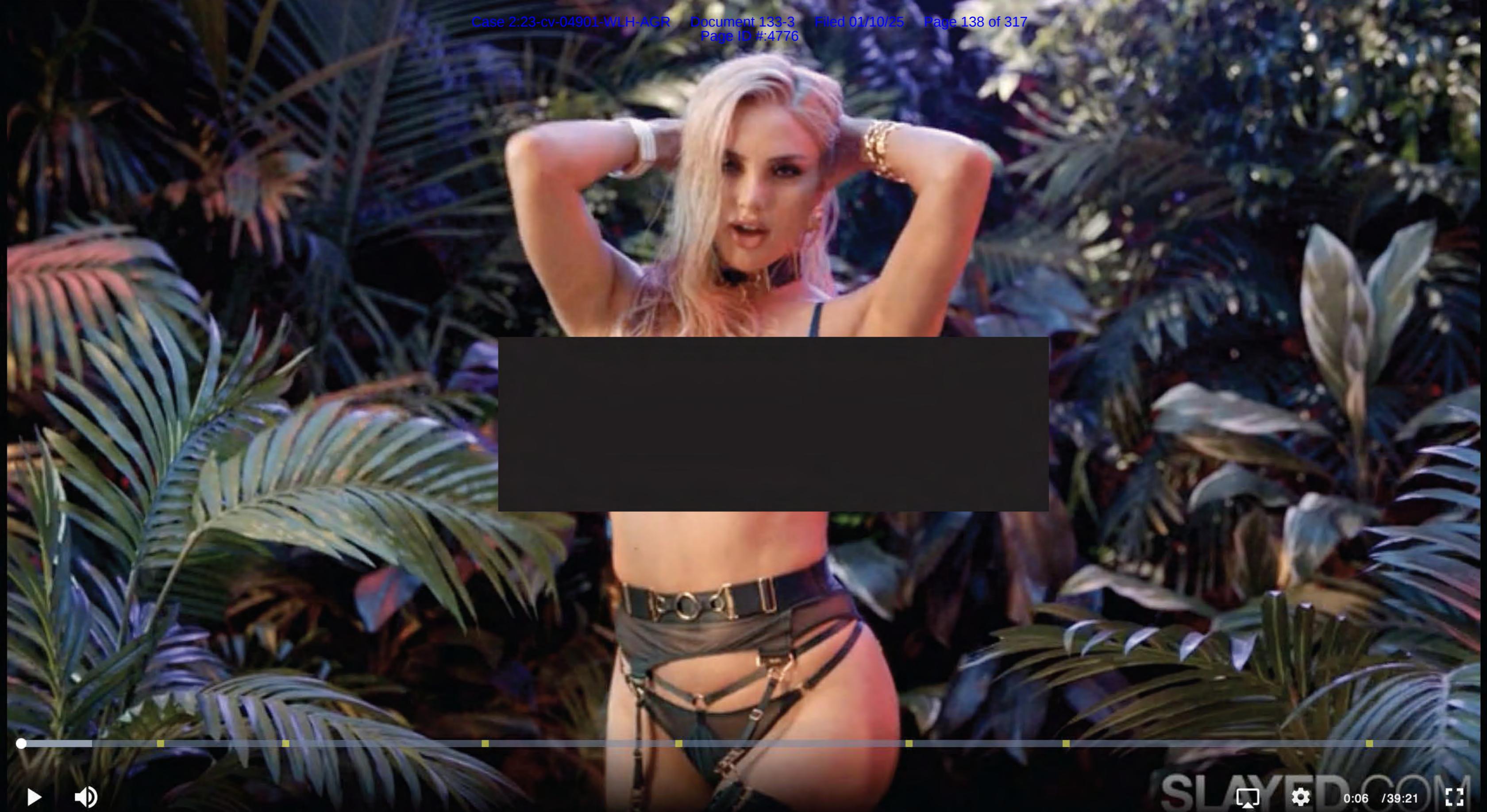


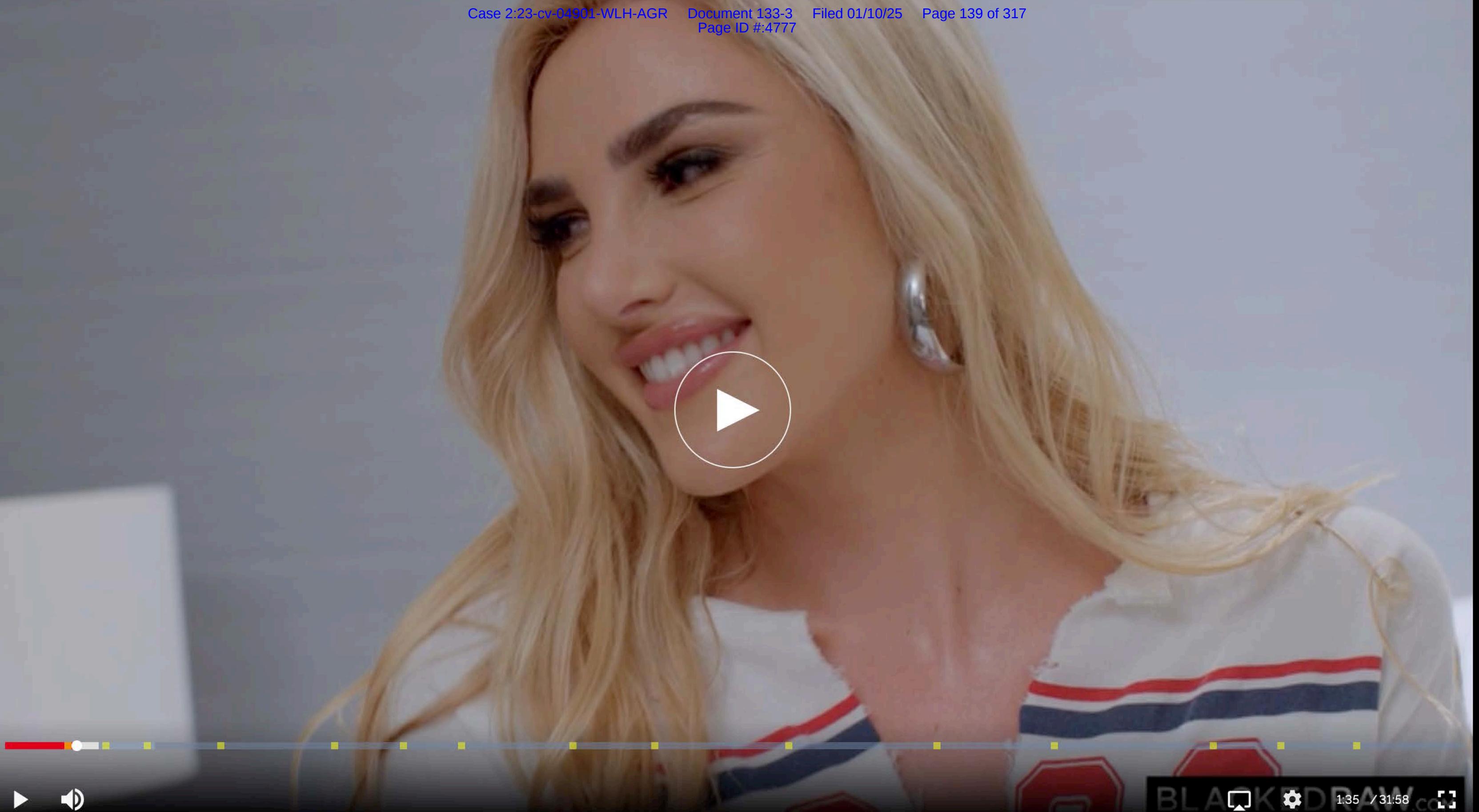


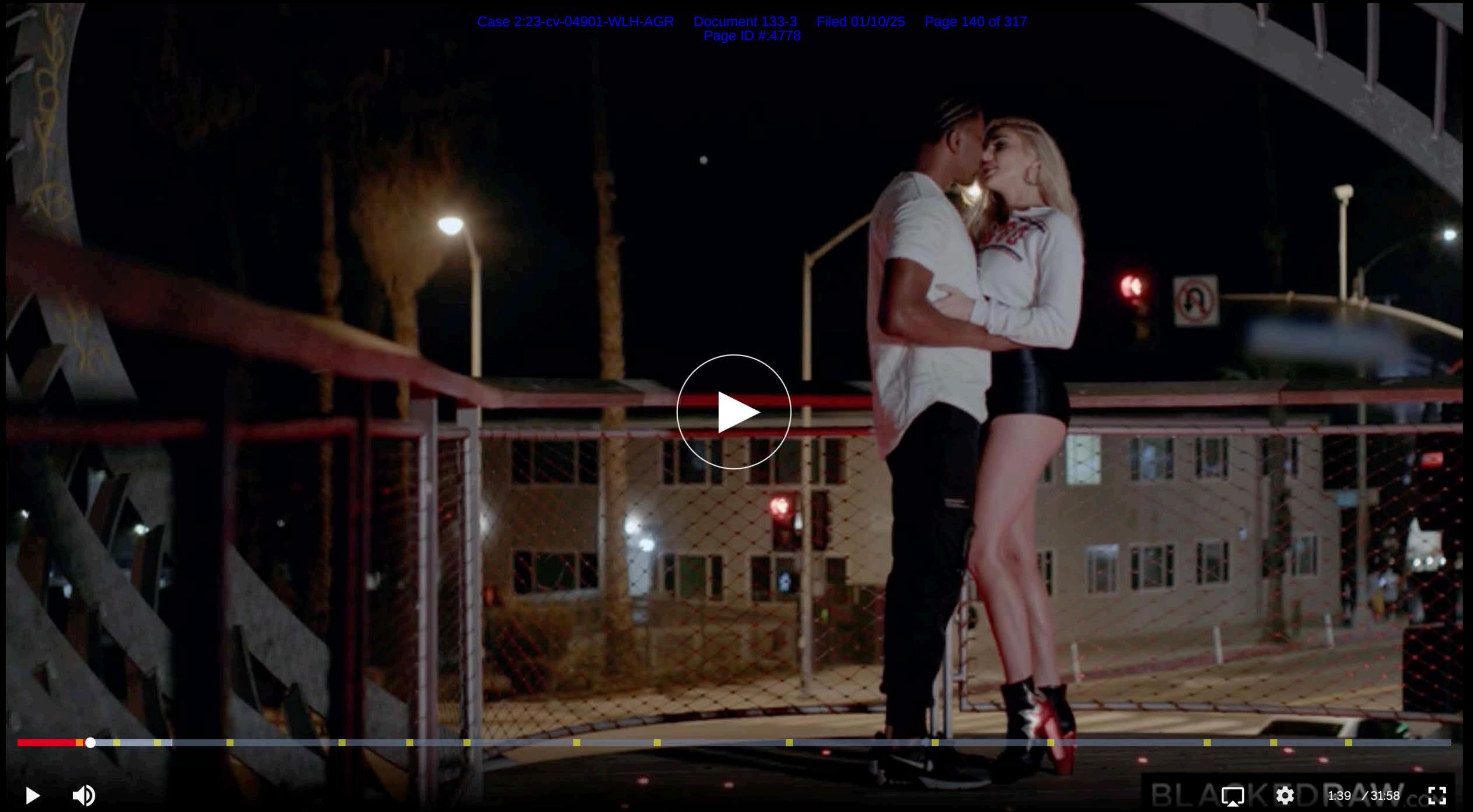








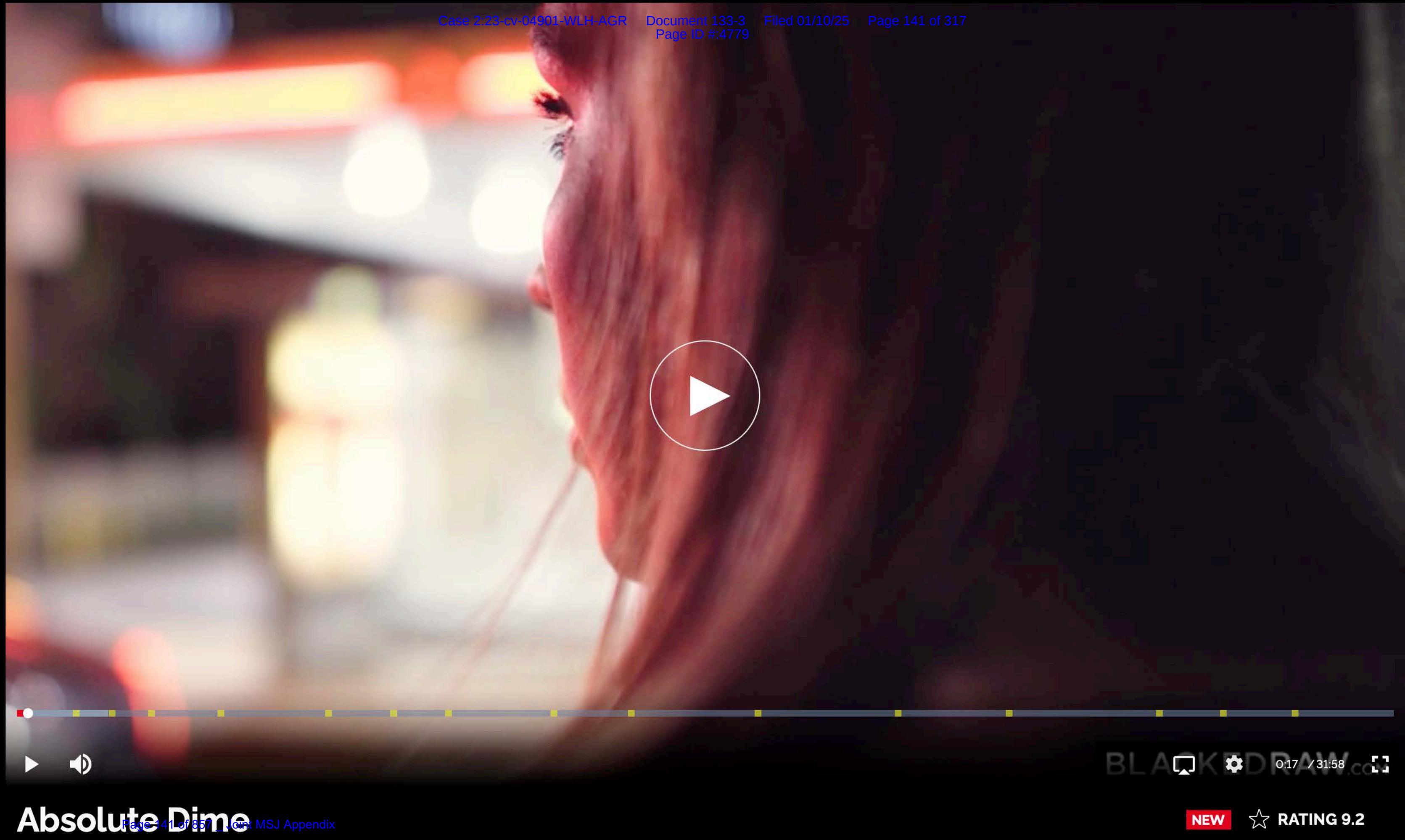




BLAKEDRAW.co 1:39 / 31:58

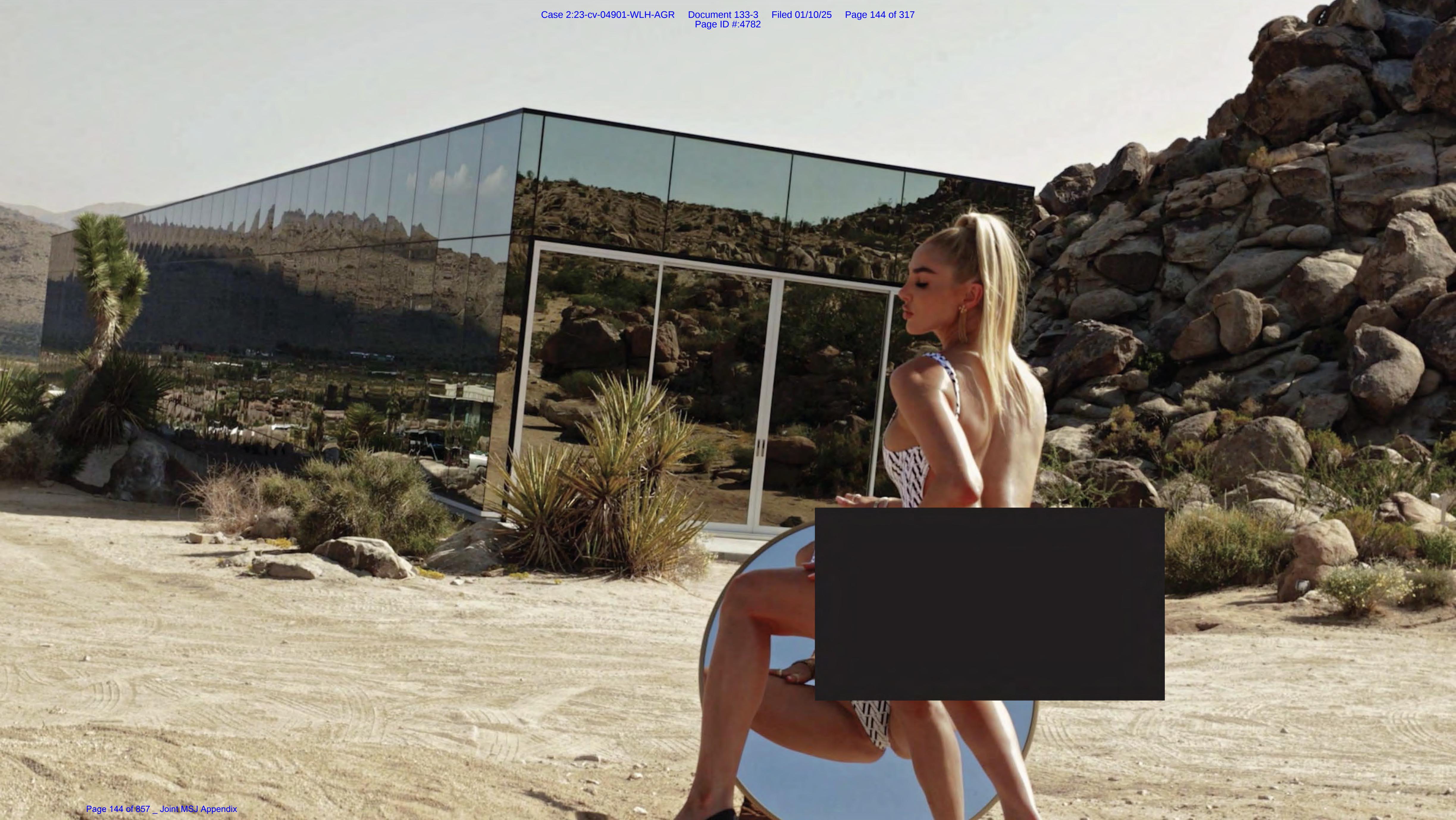
NEW

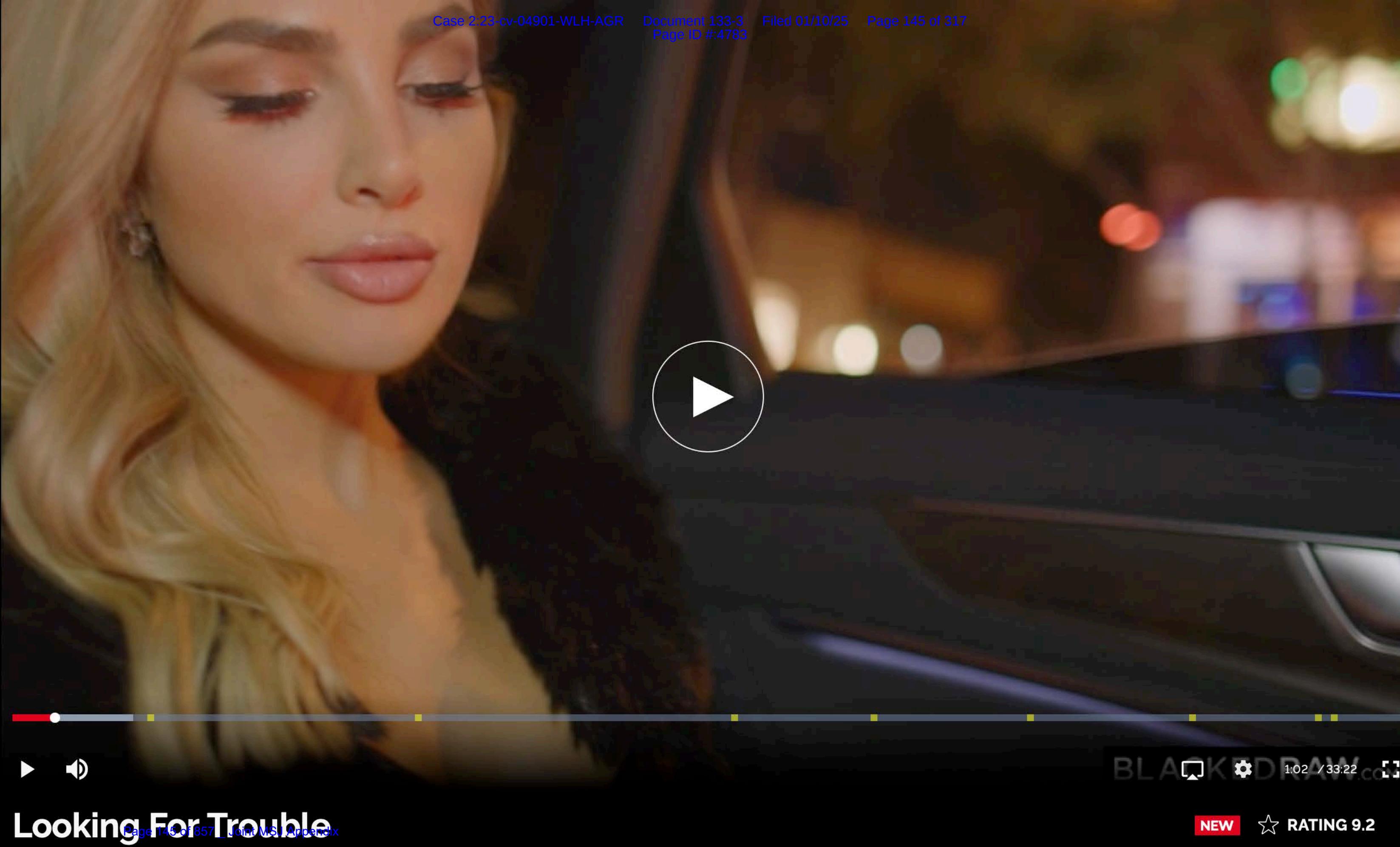
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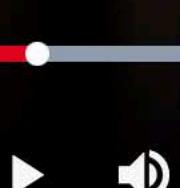




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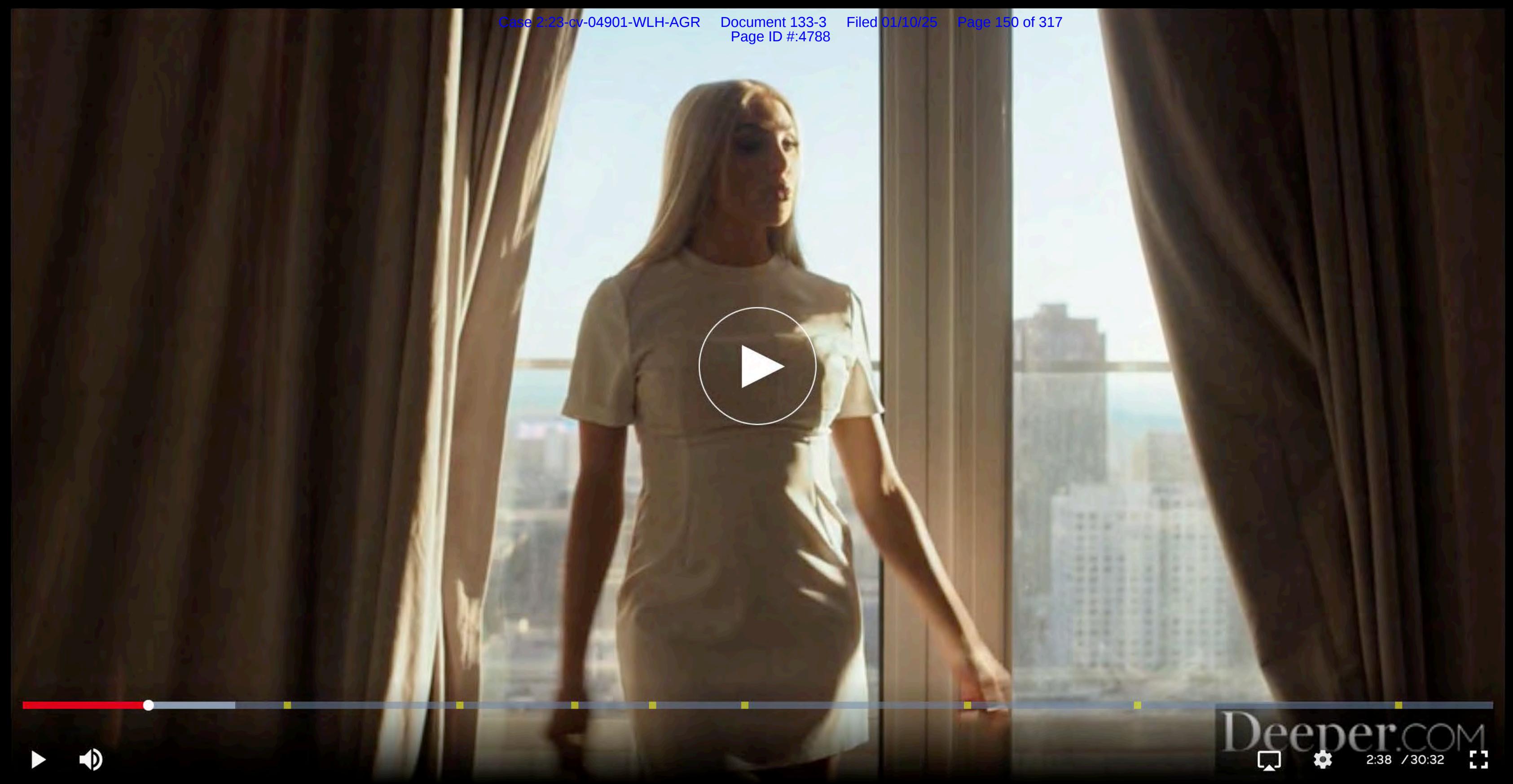


Deeper.com
0:27 / 30:32



► 🔍 ⚙️ 2:55 / 30:32

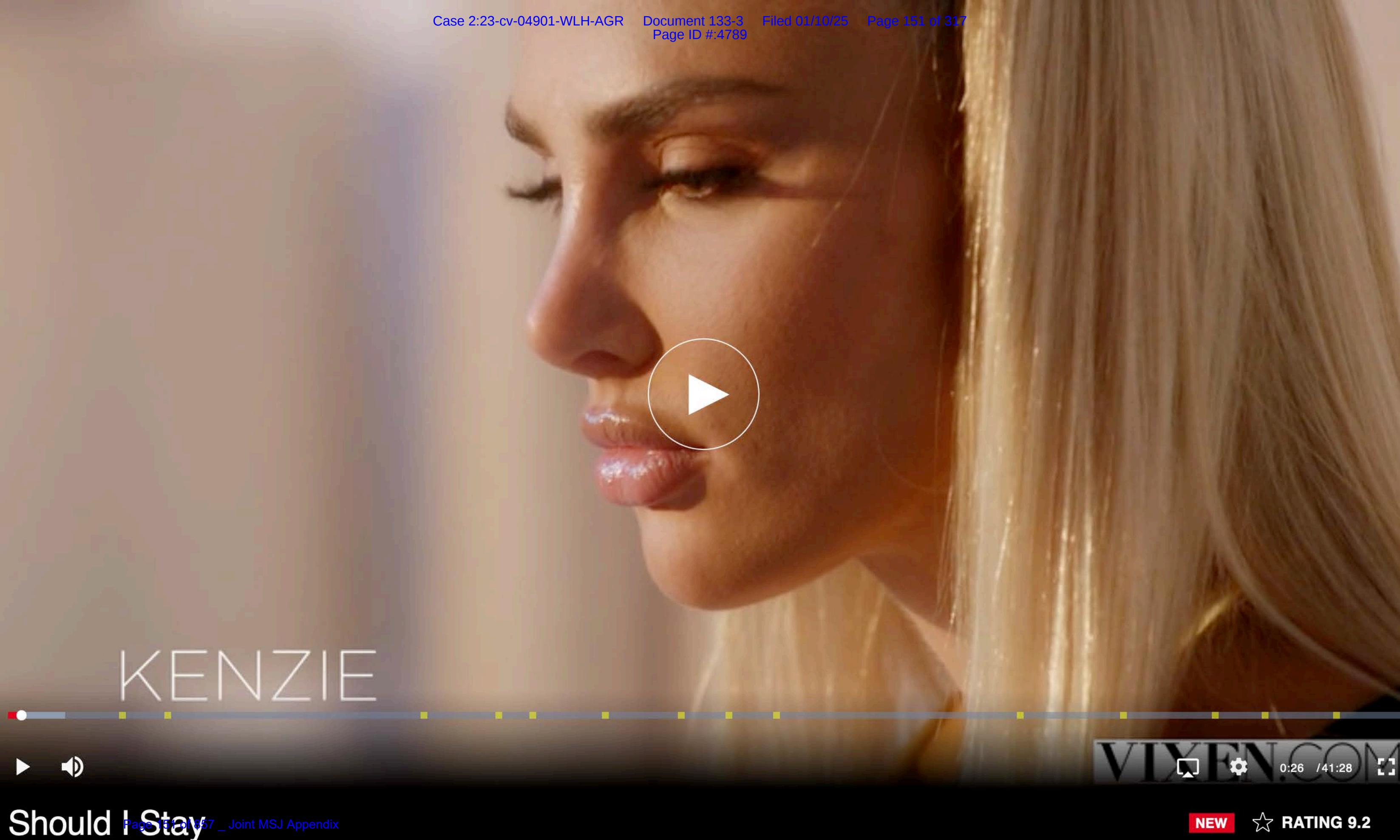
NEW ⭐ RATING 9.0



Florentine Part 2

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NEW RATING 9.0



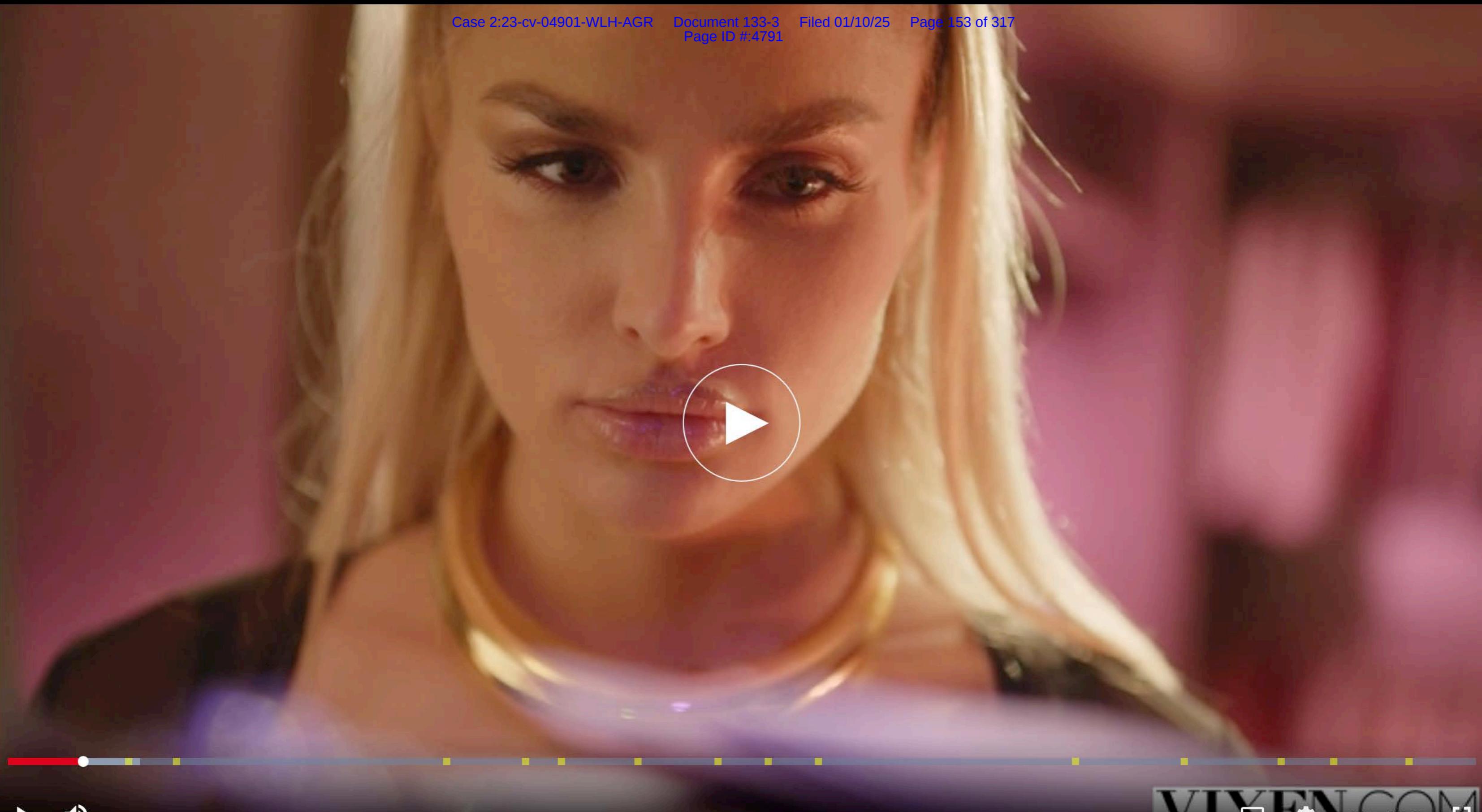
KENZIE



VIXEN.COM 0:26 /41:28



VIXEN.COM
0:51 /41:28

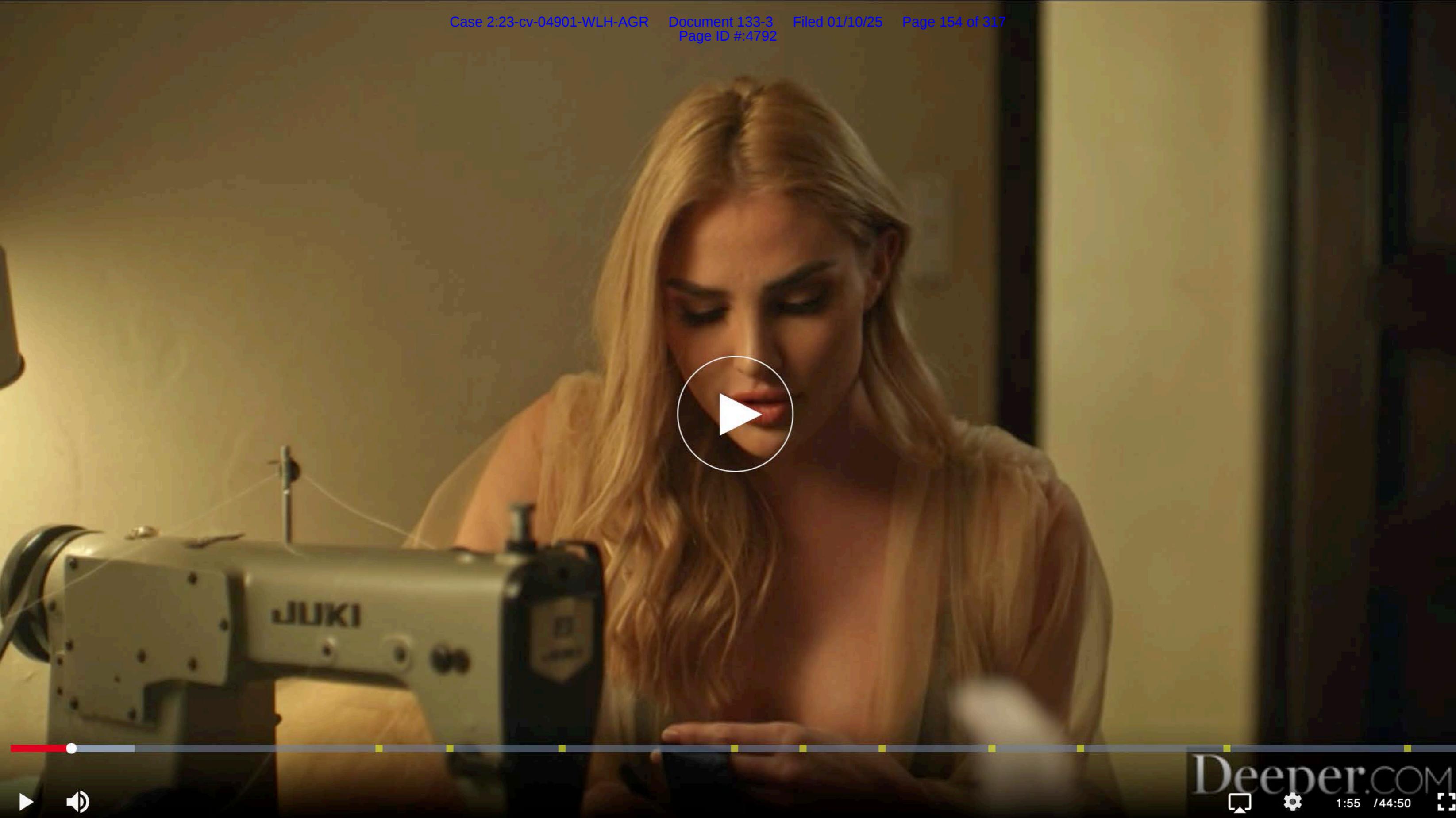


Should I Stay

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VIXEN.COM 2:09 /41:28

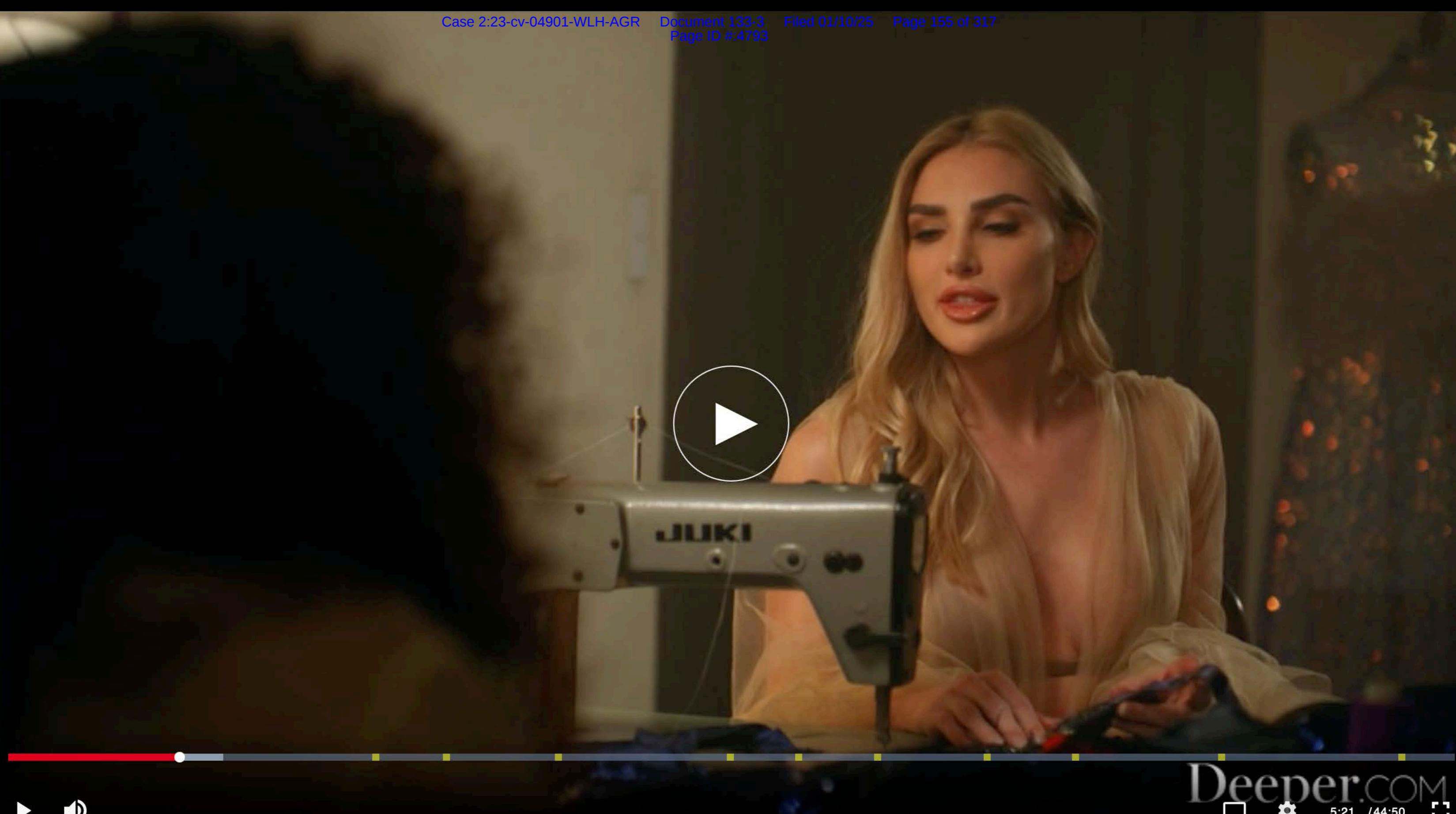
NEW RATING 9.2



Deeper.com



NEW RATING 9.1

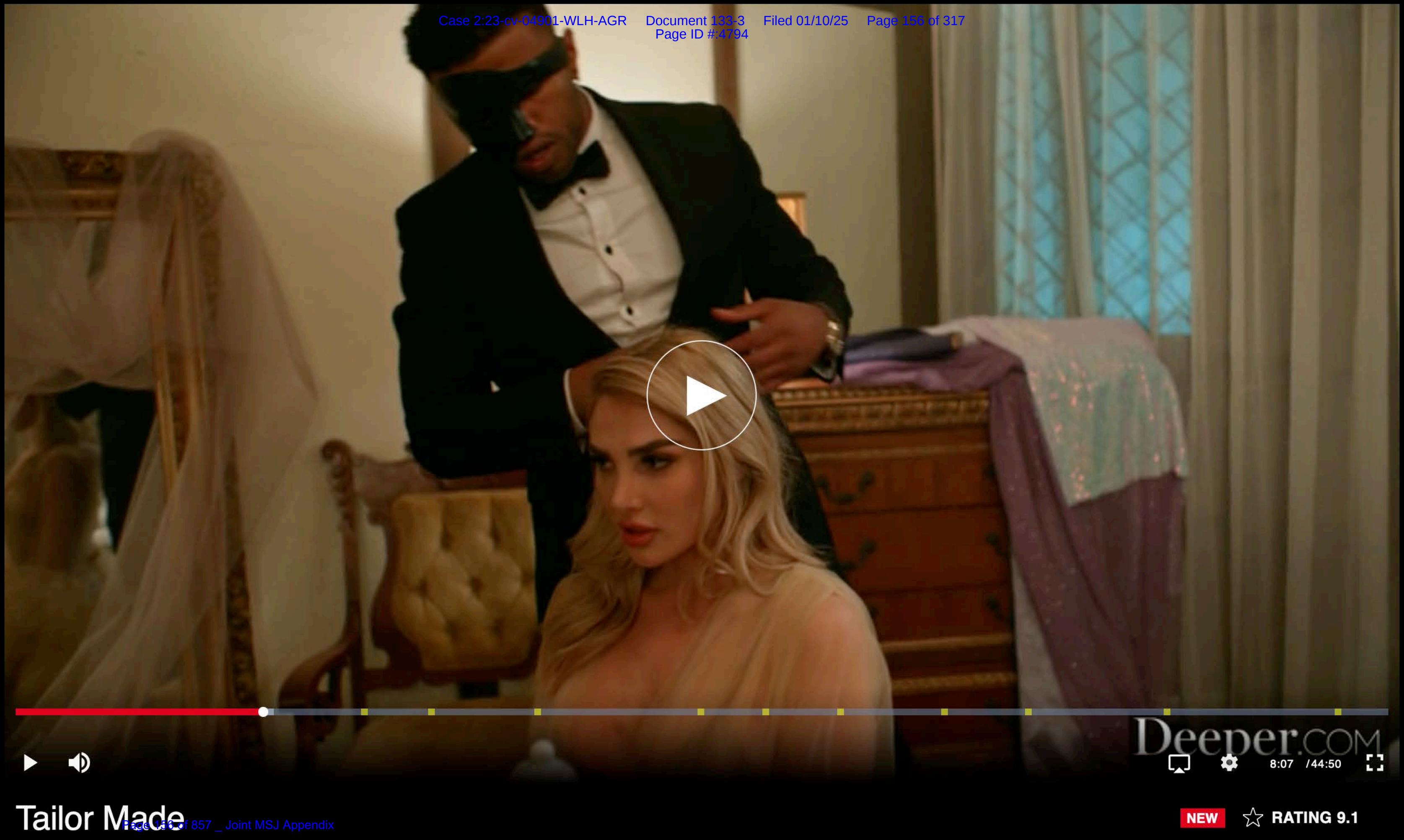


Deeper.com

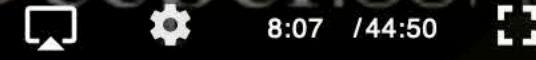


5:21 /44:50



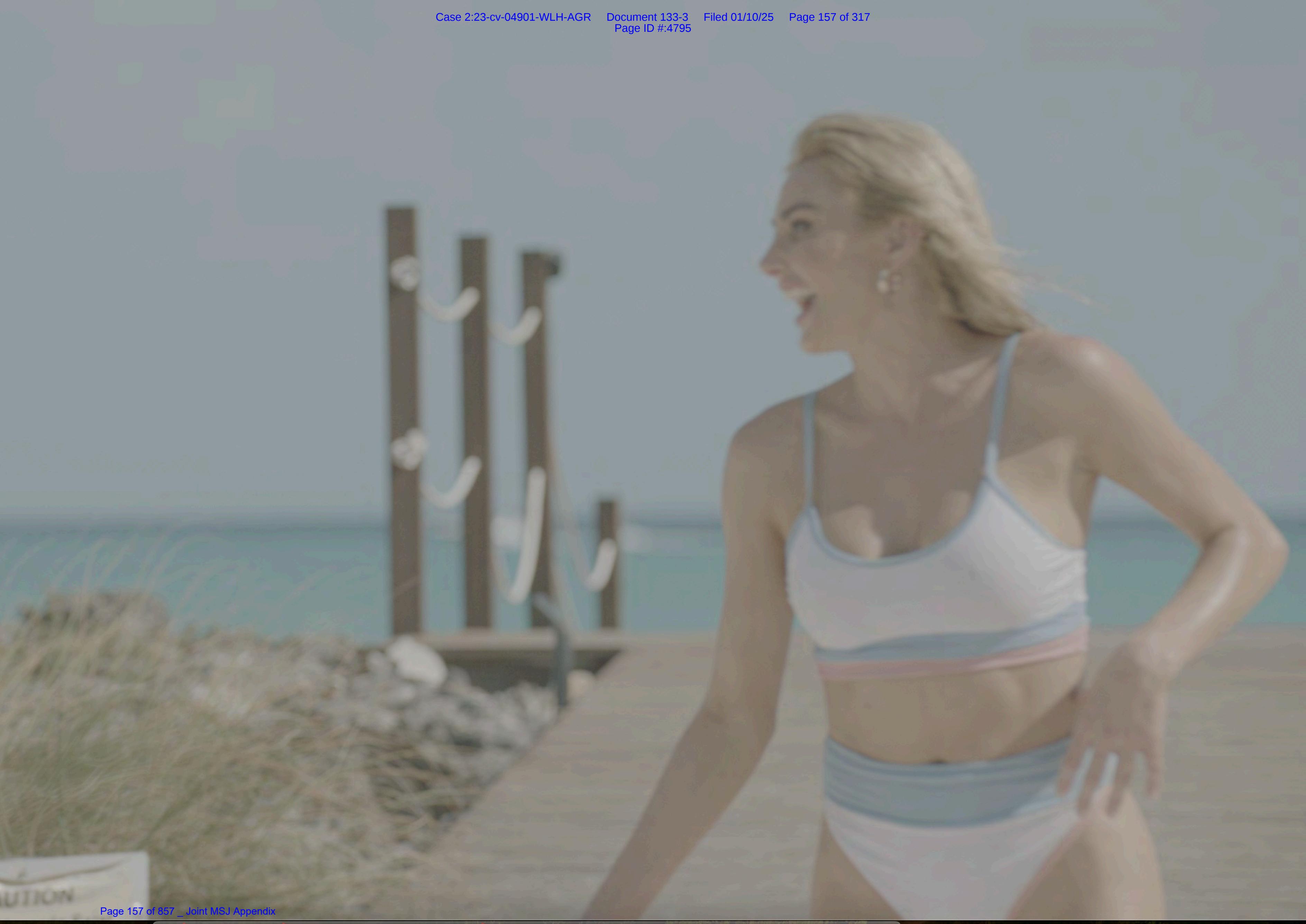


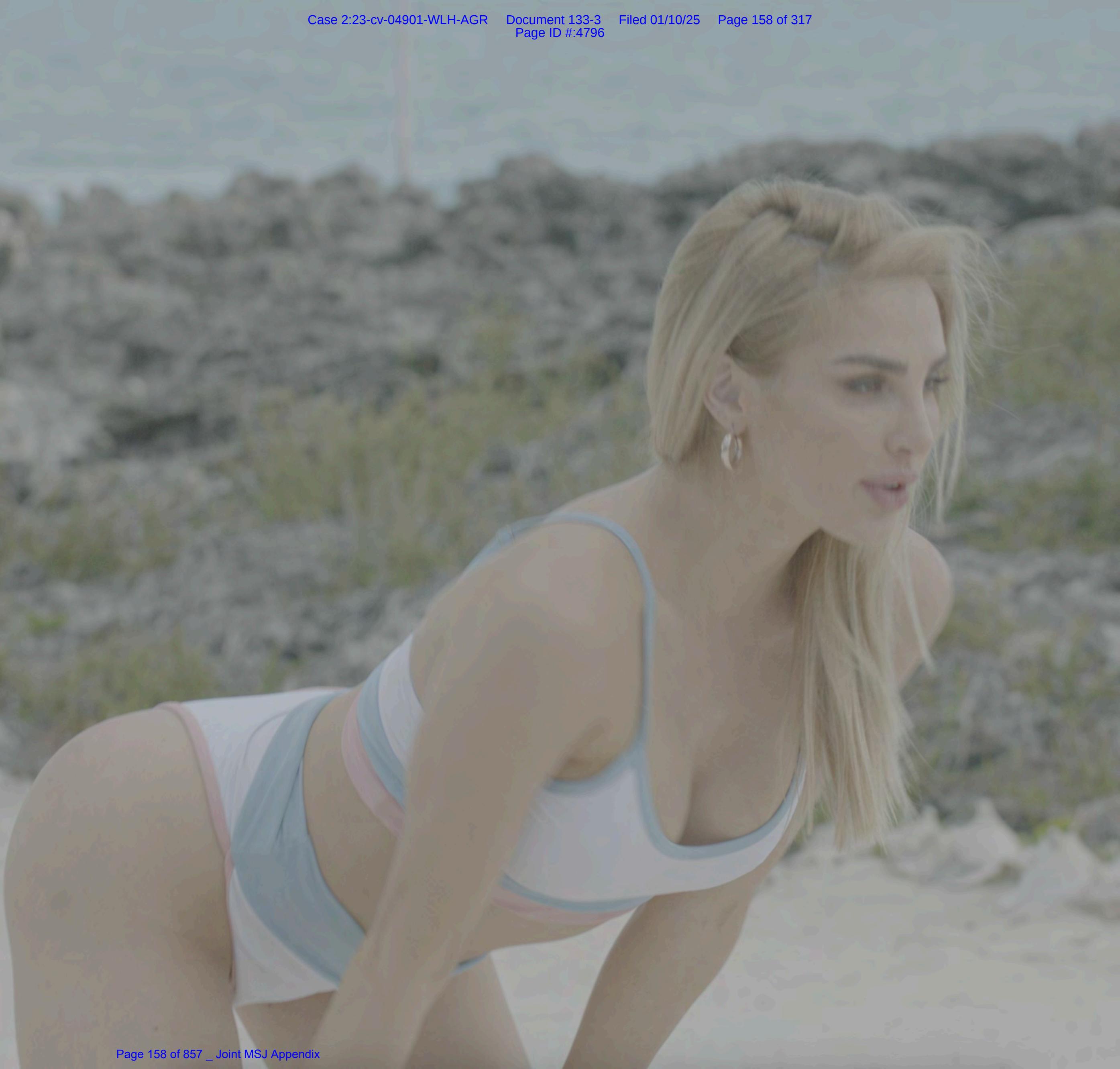
Deeper.com



NEW

★ RATING 9.1









BLACKED.COM

1:19 /45:03











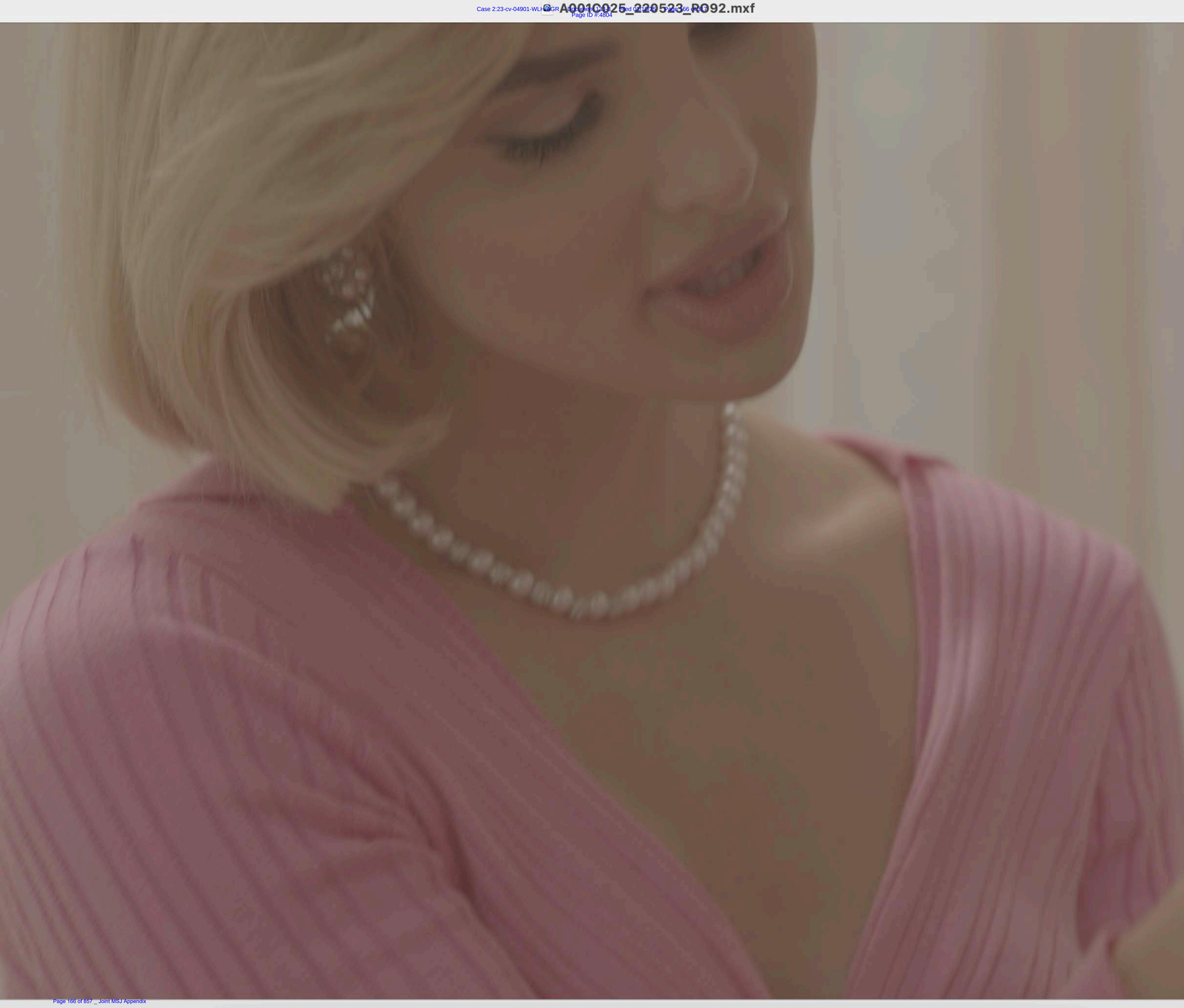












EXHIBIT 5



Jess [REDACTED]

Typeform: New response for VMG Production Report - Tier 2

notifications via VMG Production Reports [REDACTED] >
Reply-To: no-reply@typeform.com
To: VMG [REDACTED]

Sat, Jul 16, 2022 at 10:29 AM

Your typeform VMG Production Report - Tier 2 has a new response:

- **Your Name**
[REDACTED]
- **Shoot Date**
07/15/2022
- **Brand**
Blacked Raw
- **Talent Stage Name(s)**
Kenzie Anne, Jaime Michelle, Rome, Solo
- **Director Feedback Rating**
4
- **Director Feedback Notes**
What a knockout. One star less because [REDACTED] because [REDACTED] when we set it up in the wide like. Took him 30 minutes [REDACTED]. Very intense scene. Very happy with it.
- **Production Shoot Schedule**
3-630 HMU
630-8 Pretty Girls
8-845 Intro
9-945 Sex Stills
945-11 Scene
- **Camera Wrap Time and Tail Lights**
11p/12a
- **Crew Times - PA and MUA**
PA 3p-1215a
MUA 3p-10
- **Talent Arrival Times**
Kenzie 330
Jaime 430
Solo 745
Rome 830
- **Any updates on the talent appearance?**
Kenzie's butt is bigger.
- **How was the talent dialogue delivery?**
5
- **Did all talent come prepared and have good hygiene?**
Yes
- **Any rate changes?**
[REDACTED]
- **Any other misc notes about the talent?**
No
- **How was the wardrobe styling and fit**
5
- **Tell us more about the styling and fit**
Octavia helped straighten out so discrepancies with Kenzie's sizing. It made her happy. The body suits were awesome. Everything was awesome actually.
- **MUA Notes**
No
- **Any equipment items missing or damaged?**
No

000255

~~CONFIDENTIAL~~

- Any equipment requests for future shoots?

No

- Drive and Set Phone location?

Vault

- Location Name. Please note if this was the first time there and if you have any notes.

MV

- Any location L&D?

No

- Any general miscellaneous notes to add?

Kenzie and Jaimes' husbands are away for the weekend so the girls go to a club. They leave the club and they don't want the night to end so Kenzie invites Jaime over. Hard cut to later in the night on the couch. They kiss and Kenzie decides to text the guys. (TEXT BUBBLES) Hard cut from kiss straight into iPhone BJ/Ringlight Hardcore.

- Photo Reference 1 (optional)

[_0010276.jpg](#)

- Photo References 2 (optional)

[_0010497.jpg](#)

- Photo Reference 3 (optional)

[_0010047.jpg](#)

p02ii4l6vpvqal1f4sp02ii4hx5q7ml2

Typeform sent you this email on behalf of a typeform creator. We aren't responsible for its content. If you suspect abuse, like suspicious links, please report it [here](#).

[Unsubscribe from all Typeform respondent notifications](#)

000256

EXHIBIT 6

22-B71061

FILEDIn the office of the Secretary of State
of the State of California**MAR 18, 2022**

Secretary of State
Statement of Information
(Limited Liability Company)

LLC-12

IMPORTANT — This form can be filed online at
bizfile.sos.ca.gov.

Read instructions before completing this form.

Filing Fee - \$20.00

Copy Fees - First page \$1.00; each attachment page \$0.50;
Certification Fee - \$5.00 plus copy fees

This Space For Office Use Only

1. Limited Liability Company Name (Enter the **exact** name of the LLC. If you registered in California using an alternate name, [see instructions](#).)

VXN GROUP, LLC

2. 12-Digit Secretary of State Entity Number

202003010664

3. State, Foreign Country or Place of Organization (only if formed outside of California)

DELAWARE

4. Business Addresses

a. Street Address of Principal Office - Do not list a P.O. Box 2140 S DUPONT HWY	City (no abbreviations) CAMDEN	State DE	Zip Code 19934
b. Mailing Address of LLC, if different than item 4a 2140 S DUPONT HWY	City (no abbreviations) CAMDEN	State DE	Zip Code 19934
c. Street Address of California Office, if Item 4a is not in California Do not list a P.O. Box	City (no abbreviations)	State CA	Zip Code

5. Manager(s) or Member(s)

If no managers have been appointed or elected, provide the name and address of each member. At least one name and address must be listed. If the manager/member is an individual, complete Items 5a and 5c (leave Item 5b blank). If the manager/member is an additional managers/members, enter the names(s) and address(es) on [Form LLC-12A](#).

a. First Name, if an individual - Do not complete Item 5b 	Middle Name	Last Name	Suffix
b. Entity Name - Do not complete Item 5a Kodify Media LLC			
c. Address 2140 S DUPONT HWY	City (no abbreviations) CAMDEN	State DE	Zip Code 19934

6. Service of Process (Must provide either Individual OR Corporation.)**INDIVIDUAL** – Complete Items 6a and 6b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation)	Middle Name	Last Name	Suffix
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box	City (no abbreviations)	State CA	Zip Code

CORPORATION – Complete Item 6c only. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) – Do not complete Item 6a or 6b PARACORP INCORPORATED (C1082536)
--

7. Type of Business

Describe the type of business or services of the Limited Liability Company

Film Production

8. Chief Executive Officer, if elected or appointed

a. First Name	Middle Name	Last Name	Suffix
b. Address	City (no abbreviations)	State	Zip Code

9. Labor Judgment

Does a Manager or Member have an outstanding final judgment issued by the Division of Labor Standards Enforcement or a court of law, for which no appeal therefrom is pending, for the violation of any wage order or provision of the Labor Code?

 Yes No**10.** By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized by California law to sign.

03/18/2022

Jessica Fernandez

In-House Counsel

Date

Type or Print Name

Title

Signature



STATE OF CALIFORNIA
Office of the Secretary of State
STATEMENT OF INFORMATION
LIMITED LIABILITY COMPANY

California Secretary of State
 1500 11th Street
 Sacramento, California 95814
 (916) 657-5448

For Office Use Only

-FILED-

File No.: BA20240703540
 Date Filed: 4/3/2024

B2633-9566 04/03/2024 5:20 PM Received by California Secretary of State

Entity Details	
Limited Liability Company Name	VXN GROUP, LLC
Entity No.	202003010664
Formed In	DELAWARE
Street Address of Principal Office of LLC	
Principal Address	2140 S DUPONT HWY CAMDEN, DE 19934
Mailing Address of LLC	
Mailing Address	2140 S DUPONT HWY CAMDEN, DE 19934
Attention	
Street Address of California Office of LLC	
Street Address of California Office	None
Manager(s) or Member(s)	
Manager or Member Name	Manager or Member Address
Kodify Media LLC	2140 S DUPONT HWY CAMDEN, DE 19934
Agent for Service of Process	
California Registered Corporate Agent (1505)	PARACORP INCORPORATED Registered Corporate 1505 Agent
Type of Business	
Type of Business	FILM PRODUCTION
Email Notifications	
Opt-in Email Notifications	Yes, I opt-in to receive entity notifications via email.
Chief Executive Officer (CEO)	
CEO Name	CEO Address
None Entered	
Labor Judgment	
No Manager or Member, as further defined by California Corporations Code section 17702.09(a)(8), has an outstanding final judgment issued by the Division of Labor Standards Enforcement or a court of law, for which no appeal is pending, for the violation of any wage order or provision of the Labor Code.	
Electronic Signature	
<input checked="" type="checkbox"/> By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized by California law to sign.	
Jessica Fernandez	04/03/2024
Signature	Date

EXHIBIT 7

2:09



2 People >



Sep 8, 2021 at 9:49 PM

Kenzie Anne

Random, just thinking of course u guys will contact Ryan about my vixen party but it's a very close friends bday surprise party on the 24th of September so let's avoid that day. 😇

Ok notes! Thx!

Kenzie Anne



I love you guys, thank you both for being so amazing, on professional and friendship levels, it means a lot. I'm an overly emotional person, but i left the angel shoot crying bc I'm so thankful and happy i have u guys. I feel so loved and supported it feels unreal, thank u both 💕

K



Literally tests of happiness and j can't stop talking about how content and happy i am with life right now

K

Tears*



Awww Kenzie!! There's nobody else in yen world that deserves this more than you! You have truly earned it!! It's only the beginning too!!! You are so welcome for today! We loved every minute of it ❤️



iMessage



EXHIBIT 8

1 IN THE UNITED STATES DISTRICT COURT

2 CENTRAL DISTRICT OF CALIFORNIA

3
4 MACKENZIE ANNE THOMA, a.k.a.)
5 KENZIE ANNE, an individual)
6 And on behalf of all others)
7 Similarly situated,)
8 Plaintiffs,)
9 vs.) Case No. 2:23-CV 04901WLH
10)
11 VXN GROUP LLC, a Delaware)
12 Limited liability company;)
13 STRIKE 3 HOLDINGS, LLC, a)
14 Delaware limited liability)
Company; GENERAL MEDIA)
SYSTEMS, LLC, a Delaware)
Limited liability company;)
MIKE MILLER, an individual;)
And DOES 1 through 100,)
inclusive,)
Defendants.)

15
16
17
18 DEPOSITION OF
19 VXN GROUP, LLC, 30(b)(6)
20 BASIA LEW
21 LOS ANGELES, CALIFORNIA
22 WEDNESDAY, SEPTEMBER 18, 2024
23
24 REPORTED BY: WHITNEY SAIZ-HARDWICK, CSR 13747, and
EVA ASHKENAZI, CSR NO. 11914
25 FILE NO: 306812

1 A She may have shot two, I don't know the exact number
2 of Vixen scenes.

3 Q It was maybe two?

4 A Yes.

5 Q So from Exhibit 2 you'll remember that plaintiff
6 was, dawning -- and just for the record, I'm showing the
7 witness Exhibit 2 -- dawning what looks like a bathing suit,
8 or a body suit, that contains the words Blacked on it four
9 times, and then a B in the middle. Do you see that?

10 A Yes.

11 Q Okay. And you confirmed earlier that this was the
12 Blacked -- one the Vixen's brands, Blacked. So I have a
13 question for you: Is vixen.com a brand of Vixen?

14 A Yes, of Vixen Group.

15 Q So if there was branding for vixen.com -- is there
16 branding for vixen.com?

17 MR. BROWN: Objection. Vague.

18 BY MS. COHEN:

19 Q Similar to how we have it for Blacked in Exhibit 2?

20 A What is the definition of branding?

21 Q Well, like any clothing, or like logo for vixen.com?
22 So you could decipher it from just Vixen as a whole?

23 A Yes.

24 Q Okay. So these two scenes, these, maybe, two scenes
25 that you said plaintiff did for vixen.com, were there any

1 still photographs taken?

2 A Yes.

3 Q When were those still photographs taken, in terms of
4 before the shoot, after the shoot?

5 A The photos would have been taken during the film
6 shoot.

7 Q During the film shoot?

8 A During the day, yes. During the same day.

9 Q During the same day?

10 A Yes.

11 Q Okay. What time of day -- strike that.

12 At what point in the production of day, and I'm
13 sorry if that's a little bit confusing, but if there's any
14 description you can give me of, like, you know, before the
15 sex scene started, after the sex scene ended, during the sex
16 scene?

17 A Clarify which shoot specifically.

18 Q This is the either one or the two that you were
19 referring to that she did for vixen.com?

20 A For the Vixen -- her first Vixen girl, girl, girl
21 scene photos.

22 Q Yeah, so I'm asking for -- I'm asking about any of
23 the shoots that -- either of the two shoots that you're
24 referring to that she did for Vixen's brand, vixen.com, when
25 were the still photographs taken?

1 A Photos would have been taken prior to filming the
2 sex scene, and potentially throughout, but before the sex
3 scene is filmed.

4 Q And for these two scenes that you're referring to,
5 let's start with the first one. What was the length of time
6 that these lasted? You can give me, like, from starting in
7 the morning, afternoon, specific times?

8 A I can provide an estimate.

9 Q Sure.

10 A Ten hours.

11 Q Okay. Usually for like a 10-hour day, would that
12 start early in the morning?

13 A Average call time for talent like Kenzie, around the
14 morning time, yes.

15 Q Okay. And then from what time would the still
16 photographs last from? I'm sorry, did you say 10:00 in the
17 morning or the morning?

18 A Just the morning.

19 Q Ten hours total, starting in the morning?

20 A Yeah.

21 Q Okay. So can you give me a specific time in the
22 morning, 7:00 a.m., 8:00 a.m.?

23 A Anywhere between 7:00 a.m. and 8:00 a.m.

24 Q Okay. So let's just -- is it fair to start with
25 7:00 a.m.?

1 A It's fair.

2 Q Okay. So when does the photographing, the still
3 photographing, of plaintiff begin?

4 A I'd estimate 9:00 a.m.

5 Q What happens between 7:00 a.m. and 9:00 a.m.?

6 A Actors are in hair and makeup.

7 Q So is this one of Vixen's departments that's doing
8 the hair and makeup for the actors?

9 A Hair, makeup, and wardrobe, yes.

10 Q So the performers don't come already ready, they're
11 hair and makeup is done for them by Vixen's hair and makeup
12 artists?

13 A For Kenzie, specifically, she requested a specific
14 Vixen hair and makeup artist that we work with.

15 Q For which shoot?

16 A For the Vixen girl, girl, girl scene. I believe it
17 was Kenzie's first shoot.

18 Q And is this one of the ones for vixen.com?

19 A Yes, it's a Vixen scene.

20 Q Okay. And which makeup artist was that that she
21 requested?

22 A Ozzy.

23 Q Did she make this request in writing?

24 A I don't know. I don't know.

25 Q How did she make the request?

1 color. I believe Emily was in a black dress. Alina's dress,
2 I don't recall.

3 Q Did they have to wear anything under the dresses?

4 A I don't know.

5 Q Was this the only time that plaintiff worked with
6 Emily and Alina during her time with Vixen during the claim
7 period for Vixen?

8 A I don't remember if she repeated scenes with them.

9 Q Did plaintiff, Emily, and Alina ever model together
10 for Vixen during the claim period?

11 A They acted in our films --

12 Q Were any still --

13 A -- during this time period. I -- and any other
14 films, I don't know.

15 Q Did they ever pose for still photo shoots all three
16 of them together?

17 A Yes, in conjunction with the film.

18 Q In conjunction with films, that's fine.

19 A Yeah.

20 Q What do you mean by "in conjunction with the film"?
21 Do you mean that on the same day that there was, you know,
22 live action filming, is what I'll call it? You understand
23 what I'm referring to when I say "live action"? There were
24 also still photo shoots taken on the same day, is that what
25 you mean by "in conjunction"?

1 A What I mean in conjunction includes that. But it
2 also includes that the photos were creatively in line with
3 the film and the scene, and used for promotion in conjunction
4 with the scene to promote the scene as well.

5 Q Okay. But on the same day there was still
6 photographing --

7 A On the same day.

8 Q -- and there was live filming?

9 A Yes.

10 Q Thank you.

11 Do you know when the -- when did the first meeting
12 occur between plaintiff and a representative of defendant?

13 A I don't know the exact date.

14 Q Okay. Did plaintiff -- you had mentioned contracts
15 throughout this deposition, before the first of those
16 contracts were entered into, did plaintiff meet with a
17 representative of defendant, whether in person or over the
18 phone?

19 A Before contracts were made -- can you restate the
20 question or --

21 Q Before plaintiff entered into the first contract
22 with Vixen, did she meet with a Vixen representative, whether
23 by phone or in person?

24 A I don't know.

25 Q Okay. In terms of entering into contracts with

1 Q Would you agree that she is -- she was contracted
2 with Vixen during this time to perform services as an actor
3 and model? Is that what this says?

4 A Those are the words on the contract. But as a --
5 the model term is not an accurate or representation of the
6 work that was done.

7 Q Okay. Then how do you define "model"?

8 A Model is my personal interpretation --

9 Q No, no, no, not personally.

10 How does Vixen define model?

11 A Model was a legacy language from a previous owner
12 who we inherited this template that you mentioned. And at
13 the time he was a photographer. And he originally wanted to
14 have a business where there were photographs for sale and
15 motion pictures for sale. And we abandoned that. And the
16 only photos were always in conjunction with the actual film
17 and were not for commercial sale.

18 So you cannot purchase a photograph separately from
19 our films. They're always a wrapped-up package together for
20 our members on our subscription sites.

21 Q Right. So still -- what you're saying, still
22 photographs and live action together in a package?

23 A The photos are always in correlation to the scene,
24 they're not a separate product.

25 Q Okay. So the photographs that we looked at today,

1 Exhibit 3, Exhibit 4, Exhibit 2, what was the purpose of
2 these?

3 A To promote the scenes.

4 Q What do you mean by "promote the scenes"?

5 A To promote the scenes. And also for the members to
6 view the photos on the site as part of the scene. So to
7 promote the scene, maybe we would use it for a DVD cover for
8 the movie. We would promote it with the marketing department
9 to promote the scene release. Those are examples.

10 Q Are your DVDs free?

11 A No.

12 Q Are your subscriptions free?

13 A No.

14 Q All right. Next paragraph down, it's the fourth one
15 under, "Recitals."

16 A "Whereas performer agrees to provide her services on
17 a temporary exclusive basis for the duration of the term as
18 set forth in this agreement."

19 Q Can you explain to me what "exclusive basis" means?

20 We're still on Topic 18, Interpretation of the Contract.

21 What does that mean?

22 A It means that Kenzie would have shot certain films
23 for us prior to shooting with any other studios.

24 Q Okay. So until she shot them with Vixen, she
25 couldn't shoot them with other studios?

she didn't meet that norm in the adult entertainment industry
appearance standard?

3 A The way that this is explained in the contract in
4 practice is not how it plays out or plays out, yeah. So, no,
5 she would not be in breach if she did not show up showered to
6 set.

7 Q Would she be in breach if she got body modifications
8 that weren't approved by Vixen?

9 A No.

10 MR. KANE: Objection. Incomplete hypothetical.

11 You can answer.

12 THE WITNESS: Nope. She wouldn't be in breach. Again,
13 we gave Kenzie Anne a lot of flexibility. And because of the
14 stature in the relationship, we wanted to accommodate her.

15 BY MS. COHEN:

Q Let's read the second half of the paragraph.

17 "Performer acknowledges if" that -- "if performer should
18 change her physical appearance during the term of this
19 agreement, including adding or subtracting tattoos or
20 personal spaces, without first obtaining for the breach
21 agreement within 48 hours of the breach."

22 What does this mean? And I don't mean in practice,
23 I mean, what does this mean in writing here, on this paper,
24 in this contract that she had to sign?

25 MR. BROWN: Objection. Vague.

1 A It's a preference of how we would like talent to
2 arrive on set for the Blacked Raw shoot.

3 Q Okay. Is this also a preference. Then, just below
4 that sentence, "Natural or French mani-pedi nails only,
5 please no gel polish." That's a preference?

6 A Yes.

7 Q Okay. What does it say next, though, if they don't
8 do that?

9 A "Job is canceled if model does not arrive with
10 proper nails."

11 Q Okay. Thanks. Let's read about eyelashes then.
12 "No eyelash extensions allowed for shoot. Please remove any
13 and all eyelash extensions." What does it say after that?

14 A "Job is canceled if model arrived with eyelash
15 extensions."

16 Q It doesn't really seem like a preference then, it
17 seems like a requirement or the job is canceled. That's what
18 it's saying.

19 A It says, "Job is canceled."

20 Q Great. Thank you. Let's go back to Exhibit 5, the
21 first-performance agreement. Look at Page 3, Section 9,
22 Paragraph No. 9: "Performer agrees during the term of this
23 agreement to reasonably promote producer's brands and it's
24 affiliate brands on their social media accounts.

25 "Including but not limited to Twitter, Instagram,

1 and others reasonably requested by producer, to the best of
2 her abilities consistent with performer's other professional
3 photo shoots and media appearances?"

4 What does this mean -- actually, I'll ask you: Is
5 this requiring plaintiff to promote producer's brands, the
6 ones that you listed for me earlier today, to promote those
7 on her social media?

A Yes.

9 Q Did plaintiff fulfill that obligation? Did she
10 actually do it, because, you know, we'll talk about what
11 happened in practice?

12 A I don't know if she fulfilled the social media
13 aspect.

14 MS. COHEN: I'm going to introduce as Exhibit 9.

15 (Plaintiff's Exhibit 9 was marked for
16 identification.)

17 BY MS. COHEN:

18 Q Have you seen this photograph before?

19 A Yes.

20 Q Do you see the date at the bottom -- do you agree
21 that this is an Instagram post on Ms. Kenzie Anne's
22 Instagram?

23 A Yes.

24 Q Do you see the date here of the post December 13th,
25 2021?

1 A Yes.

2 Q Was that while plaintiff was contracted to work for
3 Vixen?

4 A Yes.

5 Q Can you describe what this Instagram post is, what
6 is depicted in the photograph?

7 A Kenzie Anne is in a pink bathtub with a pink rotary
8 telephone, in what looks to be pink, I don't know if that's
9 Styrofoam, but something to resemble a bubble bath, and she
10 is laughing.

11 Q What are the words printed across the photograph?

12 A Vixen.

13 Q And why don't we read -- go ahead and read me the
14 caption for this post, which is right here (indicating), Ms.
15 Kenzie Anne, what does that caption say?

16 A "New, new with at Vixen X, official coming this
17 Friday," heart eyes, heart eyes, kiss emoji.

18 Q What's Vixen X Official, is that related to your
19 company?

20 A Yes.

21 Q Okay. So this is -- this is you guys?

22 A Yes.

23 Q This is Vixen --

24 A Yes.

25 Q -- Group, LLC?

1 A Before the scene is shot, yes.

2 Q Before the scene is shot, okay. Which scene? I'm
3 trying to help us get to when plaintiff provided Vixen with a
4 W9?

5 A Yes. So the W9 is part of the paperwork process on
6 set that all of our actors are required to fill out prior to
7 any active live shooting -- film shooting.

8 MS. COHEN: I'm sorry, madam court reporter, could you
9 please read back the witness's answer.

10 (Record read.)

11 BY MS. COHEN:

12 Q Okay. And you're not sure, as you sit here today,
13 whether -- what plaintiff had put on the W9?

14 A Correct.

15 Q Maybe I can help you, do you know if it said,
16 Mackenzie Anne Thoma?

17 A W9s typically require a full legal name, so I would
18 expect her full legal name would be on the paperwork.

19 Q Did it say Kenzie Land, LLC?

20 A I don't know.

21 Q Did it say Lola March, LLC?

22 A I don't know.

23 Q So based on your testimony that the court
24 reporter -- that madam court reporter helpfully read back, it
25 was part of required paperwork?

1 COURT REPORTER: Yes. I just wanted to make

2 sure it was you. I can hear you.

3 BY MR. BROWN:

4 Q. Are the photos that appear on VXN's website the

5 same photos that are used with marketing?

6 A. Yes.

7 Q. Does VXN's website also provide customers with

8 behind-the-scenes footage?

9 A. Yes.

10 Q. So basically VXN is providing its customers

11 access to the movie production process, including

12 behind-the-scenes and marketing photos?

13 A. Yes.

14 MS. COHEN: Objection. Vague.

15 BY MR. BROWN:

16 Q. Does VXN provide customers with access in the

17 production because they're interested in how movies are

18 made?

19 A. Sorry. Can you repeat that?

20 Q. Does VXN provide the customers access to

21 behind-the-scenes footage and marketing photos because

22 our customers are interested in the movies-making

23 process?

24 MS. COHEN: Objection. Calls for speculation.

25 THE WITNESS: Yes.

1 companies that were actively shooting amidst the
2 pandemic and we had a very high safety protocols and
3 continued our high production volume and prestige in the
4 adult film arena. And Kenzieland and her agent was a
5 synchronicity between her -- again, her own content and
6 aesthetics and it was a good match and --

7 Q. Would thereby any health reasons why
8 exclusivity would benefit Kenzie Anne in 2020?

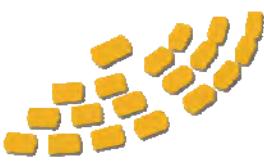
9 A. Yes. We, as mentioned, had top safety
10 protocols for COVID testing, so limiting the amount of
11 contact Mackenzie could have on other sets with various
12 people would have been helpful to maintain safety
13 precautions as well as -- yeah, the medical aspect side
14 of the adult industry and STD testing. But primarily in
15 2020 COVID was very rampant. And we -- we provided
16 those services as well. We have a very good
17 relationship with our testing service -- with testing
18 service company that's used widely by the industry. And
19 we put health and safety as -- as top priority to ensure
20 the safety and health of the performers and the actors
21 we work with, so we would provide the testing for them.

22 Q. Does VXN sell the photos that it takes in the
23 course of producing a scene separate from the scene?

24 A. No. Our photos are not up for commercial sale.

25 Q. Just to confirm, if the plaintiff submitted a

EXHIBIT 9

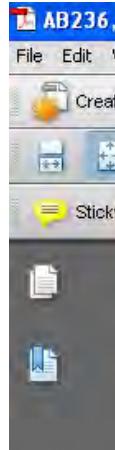


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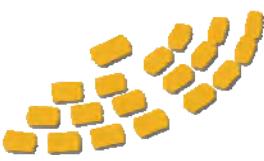
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ADMINISTRATIVE HISTORY REPORT AND ANALYSIS

Re: **Title 8, California Code of Regulations, section 11120(1)(C)**
Trace: Wage Order No. 12

Re: Exception for Professional Actors

Our File No.: 39763

This report provides our research tracing the exemption of professional actors language within Industrial Welfare Commission (hereafter “IWC”) Wage Order No. 12. The attached documents include copies of wage orders, bulletins and some documents that accompanied these orders. The administrative history of the regulations referenced above is documented by materials* itemized in one declaration:

TRACE – PROFESSIONAL ACTORS PROVISION IN ORDER NO. 12

The IWC Orders are codified in the Code of Regulations, with Wage Order No. 12 addressed in section 11120 of Title 8 of the Code of Regulations. If you are interested in copies of the order language as printed in the Code of Regulations, please let us know.

Your language of interest regarding the exception for professional actors is currently located in Section 1(C). ([See Exhibit #28, page 3](#))

Motion Picture Industry

Prior to the issuance of orders specifically applicable to the motion picture industry, the Industrial Welfare Commission issued Sanitary Regulations in 1919. ([See Exhibit #1](#)) While these purported to apply to women who worked in factories, there may be provisions that applied to elements of the motion picture industry. The Sanitary regulations were updated in 1932. ([See Exhibit #7](#))

* For information on document numbers, research policies, request for judicial notice and more, please visit www.legintent.com and click on “Research Aids & Policies” and “Points and Authorities” at the bottom of the web page.

The IWC issued its first motion picture industry order in 1926, which applied to extras:

Extra defined. The term “extra” as used herein shall mean any woman or minor who is employed on a daily basis to act in motion pictures at a wage of \$15.00 or under per day.

(See Exhibit #2, page 1)

The IWC subsequently issued two bulletins clarifying payment and working conditions for extras. (See Exhibits #3 and #4)

In 1931, the IWC issued an additional motion picture industry order that applied to the following employees:

Women Defined. The term “women” as used herein shall mean any woman eighteen years of age or over employed in the production of motion pictures at a salary of \$40 per week or under, who does not act, sing, dance or otherwise perform.

(See Exhibit #5, page 1)

Also in 1931, the IWC amended Order No. 16 (Order 16A) to add a definition of minor and expand the definition of extras to provide:

Extra defined. The term “extra” as used herein shall mean any woman or minor who is employed to act, sing, dance or otherwise perform in the production of motion pictures at a wage of \$15.00 or under per day or a wage of \$65.00 or under per week.

(See Exhibit #6, page 1)

In 1949, the IWC revised Order No. 17 (Order 17-R) to include an “applicability of order” section, which included:

This Order shall apply to all women employed in the Motion Picture Industry except those who act, sing, dance, or otherwise perform, and except women employed in administrative, executive, or professional capacities....

(See Exhibit #8, page 1)

In 1957, the IWC replaced Order Nos. 16A and 17-R with Order No. 12, bringing the motion picture industry into numerical order with the other existing industry orders. (See Exhibit #9) At this time, the phrase “professional actors or actresses” appeared, as follows:

1. Applicability of Order

This Order shall apply to all women and minors employed in the motion picture industry, including all extra players, except that the provisions of this Order shall not apply to professional actors

or actresses, nor shall Sections 4 through 12 apply to women employed in administrative, executive, or professional capacities. ([See Exhibit #9, page 1](#))

The Order was updated in 1963 to add sections 3(a), (b), (c) and (d) to the administrative exception language. ([See Exhibit #10, page 1](#))

In 1976, the Order applied to men for the first time and the language was amended to state:

1. APPLICABILITY OF ORDER

This Order shall apply to all persons employed in the motion picture industry, including extra players, teachers and welfare workers, whether paid on a time, piece rate, commission, or other basis, except that:

...

(B) The provisions of this Order shall not apply to professional actors and actresses.

([See Exhibit #13, page 1](#))

In 1980, the professional actor exception was amended to replace “professional actors and actresses” with “professional actors of either sex.” ([See Exhibit #14a, page 1](#))

In 2000, the IWC revised all California Wage Orders as a response to Assembly Bill 60, Chapter 134, Statutes of 1999, the “Eight-Hour-Day Restoration and Workplace Flexibility Act.” ([See Exhibit #15a](#)) The IWC adopted Order No. 12-2000, effective October 1, 2000, followed closely by Order No. 12-2001, adopted January 1, 2001. ([See and compare Exhibits #16a and #17](#))

With the adoption of Order No. 12-2001, the IWC expanded some of the applicability of the Order to professional actors:

(C) Except as provided in sections 1, 2, 4, 10, and 20, the provisions of this Order shall not apply to professional actors.
([See Exhibit #17, page 6](#))

We did not discern noticeable amendments to the professional actor exception language from 2001 to the present. ([See Exhibits #18 through #28](#))

In addition to the professional actor exception, you may find it helpful to review the definitions section of the Order, which first appeared in 1949. ([See Exhibit #8, page 10](#)) The Order has contained a definition of “employee” since 1949 and “Extra Player” since 1957. ([See Exhibits #8, page 10 and #9, page 2](#))

Recommendation

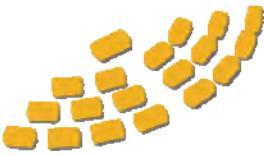
You may be interested in researching the 1957 rulemaking because that is when the IWC first referred to professional actors. It is also when they combined Order Nos. 16A and 17-R into one order governing the motion picture industry.

However, you may wish to order some of the earlier or more recent rulemaking files based on the language adoptions and changes outlined above.

Upon review of the enclosed documents, if you wish to order one or more rulemaking files, please contact us. We charge \$850.00 for each year's rulemaking file obtained on a two-plus week basis; \$950.00 on a six-to-ten business day basis; and \$1,000 for less than one week. As noted previously, we may not be able to provide several rulemaking files all on an expedited basis. However, we would do our best to provide the research on a rolling basis as quickly as possible.

We appreciate the opportunity to provide this assistance and hope that these efforts will be of value to you.

Prepared by: Jenny S. Lillge, Attorneys at Law/lks; File no.: 39763
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DECLARATION OF JENNY S. LILLGE

I, Jenny S. Lillge, declare:

I am an attorney licensed to practice in California, State Bar No. 265046, and am employed by Legislative Intent Service, Inc., a company specializing in researching the history and intent of legislation.

Under my direction and the direction of other attorneys on staff, the research staff of Legislative Intent Service, Inc. undertook to locate and obtain historical copies of registers and wage orders for Title 8, California Code of Regulations section 11120, also known as Wage Order No. 12, Motion Picture Industry, for 1918 to present.

The following list identifies documents obtained by the staff of Legislative Intent Service, Inc. on Title 8, California Code of Regulations section 11120. All documents gathered by Legislative Intent Service, Inc. and all copies forwarded with this Declaration are true and correct copies of the originals located by Legislative Intent Service, Inc.

TITLE 8 CALIFORNIA CODE OF REGULATIONS SECTION 11120, WAGE ORDER NO. 12, 1919 TO PRESENT:

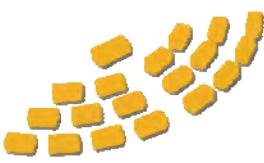
1. Sanitary Regulations for any Occupation, Trade or Industry, Industrial Welfare Commission Wage Order, effective March 1919;
2. Industrial Welfare Commission Order No. 16, Motion Picture Industry (Extras), January 8, 1926;
3. Industrial Welfare Commission Bulletin No. 1 regarding the Motion Picture Industry, issued January 8, 1928;
4. Industrial Welfare Commission Bulletin No. 2 regarding the Motion Picture Industry, issued June 19, 1929;
5. Industrial Welfare Commission Order No. 17, Motion Picture Industry, effective August 11, 1931;
6. Industrial Welfare Commission Order No. 16A, Motion Picture Industry (Extras), effective April 11, 1931;

7. Industrial Welfare Commission Order No. 1S, Sanitary Regulations for any Occupation, Trade or Industry, effective February 26, 1932;
8. Industrial Welfare Commission Order No. 17-R, Motion Picture Industry, effective July 1, 1949;
9. Industrial Welfare Commission Order No. 12-57, Motion Picture Industry, effective January 1, 1958;
10. Industrial Welfare Commission Order No. 12-63, Motion Picture Industry, effective August 30, 1963;
11. Industrial Welfare Commission Order No. 12-68, Motion Picture Industry, effective February 1, 1968;
12. Industrial Welfare Commission Order No. 1-74, Minimum Wage, effective March 1974;
13. Industrial Welfare Commission Order No. 12-76, Motion Picture Industry, effective October 18, 1976;
14. Industrial Welfare Commission Order No. 12-80, Motion Picture Industry:
 - a. Order No. 12-80 (Revised), effective July 1, 1988,
 - b. Statement as to the Basis (Revised), adopted September 7, 1979 and January 22, 1988 and amended December 16, 1988,
 - c. Note regarding Order 11-80 and 12-80, dated January 19, 1994,
 - d. Order No. 12-80 and Statement as to the Basis, approved September 7, 1979;
15. Official Notice Industrial Welfare Commission Summary of Interim Wage Order – 2000, for all Industries, effective March 1, 2000:
 - a. Summary of Interim Wage Orders,
 - b. Interim Wage Order;
16. Industrial Welfare Commission Order No. 12-2000, Motion Picture Industry, effective October 1, 2000:
 - a. Order No. 12-2000,
 - b. Summary,
 - c. Statement as to the Basis;
17. Industrial Welfare Commission Order No. 12-2001, Motion Picture Industry, effective January 1, 2001;
18. Industrial Welfare Commission Order No. 12-2001, Motion Picture Industry, effective January 1, 2002;
19. Industrial Welfare Commission Order No. 12-2001, Motion Picture Industry, effective January 1, 2003;
20. Industrial Welfare Commission Order No. 12-2001, Motion Picture Industry, effective January 1, 2004;
21. Industrial Welfare Commission Order No. 12-2001, Motion Picture Industry, effective January 1, 2005;
22. Industrial Welfare Commission Order No. 12-2001, Motion Picture Industry, effective January 1, 2006;

23. Industrial Welfare Commission Order No. 12-2001, Motion Picture Industry, effective July 1, 2014;
24. Industrial Welfare Commission Order No. 12-2001, Motion Picture Industry, effective January 1, 2017;
25. Industrial Welfare Commission Order No. 12-2001, Motion Picture Industry, effective January 1, 2019;
26. Industrial Welfare Commission Order No. 12-2001, Motion Picture Industry, effective January 1, 2021;
27. Industrial Welfare Commission Order No. 12-2001, Motion Picture Industry, effective January 1, 2023;
28. Industrial Welfare Commission Order No. 12-2001, Motion Picture Industry, effective January 1, 2024.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed this 21st day of June, 2024 at Woodland, California.

JENNY S. LILLGE

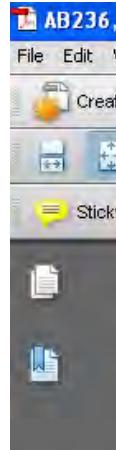


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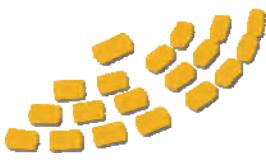
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ADMINISTRATIVE HISTORY REPORT AND ANALYSIS

Re: **Title 8 California Code of Regulations section 11129(1)(C)**
IWC Order No. 12: Motion Picture Industry
Section (1) – Applicability of Order

Rulemaking File: 1957 Wage Order 12-57
Effective January 1, 1957

Our File No.: 39800

This report provides our analysis of the 1957 revision of the Industrial Welfare Commission (hereafter “IWC”) Order regarding the Motion Picture Industry, specifically as it relates to section 1: “Applicability of Order.” Your focus involves the definition of “professional actors.” In 1957, the relevant exception to the order used the phrase, “professional actors or actresses.” (See Exhibit A, #1b, page 789)

The administrative history of the above-referenced IWC Order is documented by materials itemized in one declaration. ♦ The materials are organized as follows:

Exhibit A: Order No. 12-57: Order Specific Materials and IWC History and Background
Exhibit B: IWC 1957 Revision - All Orders

Wage Order No. 12-57 **Effective January 1, 1957**

IWC Orders are revised in response to internal or public input of needs for revision. Wage Boards are appointed for each industry wage order to take public input, hold hearings, suggest revisions and ultimately issue a report for the Commission. The Commission then responds to that report, takes further public input, holds hearings,

♦ For information on document numbers, research policies, request for judicial notice and more, please visit www.legintent.com and click on “Research Aids & Policies” and “Points and Authorities” at the bottom of the page

makes revisions to the recommendations of their wage boards, and ultimately adopts a revised wage order.

Surviving from these processes are minutes, transcripts, language of wage orders, and sometimes reports of wage boards. We include all the minutes and transcripts available from March 18, 1955 through October 4, 1957. ([See Exhibit B, #1 through #5](#)) Unfortunately, it appears that minutes and transcripts from key meetings are missing from the IWC archives.

We also include relevant order summaries and biennial reports published by the Department of Industrial Relations. ([See Exhibit A, #4 and Exhibit B, #8](#))

At this time, the California Department of Industrial Relations Division of Labor Standards and Enforcement is the custodian of the IWC records. We have reached out to access the Order No. 12 specific documents and have not yet gotten a response. Because we were unable to access the Order No. 12 Wage Board documents, we have provided the Order No. 7 Wage Board materials as an example. ([See Exhibit B, #9](#))

Please keep in mind that many of these records were copied from "onion skin" copy paper that was used in the 1940s and 1950s; this accounts for the copies sometimes being skewed; most if not all are legible. Additionally, Commission files can sometimes include a mixture of documents not necessarily related to the title of the file in their Historical Record; if these excerpts provided appear to be a mishmash assortment, it is because the original file was found in that condition.

Applicability of Order – Section (1)

Although we do not currently have all the wage board discussion for the Motion Picture Industry, we have helpful insight from the IWC. For example, The IWC discussed Motion Picture Industry order provisions section-by-section at their October 7, 1957 meeting. ([See Exhibit B, documents 704406101, et seq.](#)) According to the minutes:

There was discussion as to whether or not minors who are professional actors or actresses should be included in the coverage of the new order. It was finally decided that professional minors should be excluded from coverage of the order.

([See Exhibit B, #3, document 704406101](#))

In addition, the IWC minutes include the final recommendations of the Motion Picture Wage Board, which address the applicability of the order. ([See Exhibit B, #3, document 704406171](#))

As noted above, at this time, we are still waiting to gain access to additional files regarding this revision process. That said, the organization of the materials mandates a lengthy process of examining an index containing little to no information as to the content of the files. Files fall into various categorizations e.g. rulemaking files, wage board files, commission files, and research files. In addition, there are minutes and transcripts, noted by date, with no other information as to what their content may be nor their relevance to any particular wage order or, wage order revision. To be thorough one would need to examine numerous potentially relevant records and files to see if information actually relevant to the wage order or wage order revision at issue is contained there. It is very time-consuming process which we will do on request at our regular hourly rates. Please let us know if there are any questions concerning this policy, or a desire to conduct further research.

Any analysis provided in this report is based upon the nature and extent of your request to us, as well as a brief review of the enclosed documents. As such, it must be considered tentative in nature. A more conclusive statement of the impact of the legislative history in your case would be dependent upon a complete understanding of all of the factual issues involved and the applicable legal principles.

We appreciate the opportunity to provide this assistance and hope that these efforts will be of value to you.

Prepared by: Jenny S. Lillge, Attorney; File no.: 39800
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DECLARATION OF JENNY S. LILLGE

I, Jenny S. Lillge, declare:

I am an attorney licensed to practice in California, State Bar No. 265046, and am employed by Legislative Intent Service, Inc., a company specializing in researching the history and intent of legislation.

Under my direction and the direction of other attorneys on staff, the research staff of Legislative Intent Service, Inc. undertook to locate and obtain the rulemaking file, or other background material, regarding the 1957 adoption of Industrial Welfare Commission Order No. 12.

The following list identifies all documents obtained by the staff of Legislative Intent Service, Inc. for the 1957 adoption of Order No. 12. All listed documents have been forwarded with this Declaration except as otherwise noted in this Declaration. All documents gathered by Legislative Intent Service, Inc. and all copies forwarded with this Declaration are true and correct copies of the originals located by Legislative Intent Service, Inc.

EXHIBIT A: INDUSTRIAL WELFARE COMMISSION [IWC] ORDER No. 12-57,

EFFECTIVE JANUARY 1, 1958

ORDER SPECIFIC MATERIALS AND IWC HISTORY AND BACKGROUND:

1. Order No. 12-57, regulating Wages, Hours, and Working Conditions for Women and Minors in the Motion Picture Industry, as follows:
 - a. Poster version;
 - b. Register 57, No. 19
2. Motion Picture Industry Wage Board Files – *Currently Unavailable:*
 - a. Official Record – No. 17, Reports, Briefs, Statements, Minutes – Folder 1 (Folder 766405);
 - b. Official Record – No. 17, Reports, Briefs, Statements, Minutes – Folder 2 (Folder 766406);
 - c. Official Record – No. 17, Transcript of Wage Board Hearing, February 3, 1957 (Folder 766407);

3. Excerpt regarding the Overview of the Industrial Welfare Commission Collection and History from the “Guide to the Records of the Industrial Welfare Commission Collection, 1913-2004,” prepared January, 2006;
4. Excerpts regarding Industrial Welfare Commission from the Biennial Reports of the Department of Industrial Relations,
 - a. 1957-1958 – *Currently Unavailable*;
 - b. 1959-1960.

EXHIBIT B: INDUSTRIAL WELFARE COMMISSION DOCUMENTS
1957 REVISION – ALL ORDERS:

1. Minutes, Exhibits and Transcripts, March 18, 1955 through November 25, 1955 (Folder 704404);
2. Minutes, January 20, 1956 through November 30, 1956 (Folder 704405);
3. Minutes, January 10, 1957 through October 4, 1957 (Folder 704406);
4. Transcript of Proceedings, March 22, 1957 and May 10, 1957 (Folder 704407);
5. Transcript of Proceedings, March 29, 1957 and March 30, 1957 (Folder 704408);
6. 1956 Revision - Notices of Public Hearings (Folder 766419)
7. Notices of Meetings (Folder 767401)
8. File entitled, “1956 Revision - Distributed to Wage Board Members and Summary of 1957 changes” (Folder 765406)
9. Order No. 7-57, Mercantile Industry Wage Board Reports, Briefs, Statements, Minutes (Folder 765416).

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed this 11th day of July, 2024 at Woodland, California.

JENNY S. LILLGE

**MINUTES OF MEETING
of the
INDUSTRIAL WELFARE COMMISSION
of the
STATE OF CALIFORNIA**

Los Angeles
October 7, 1957

- - -

The Industrial Welfare Commission met in executive session at 10 a. m., October 7, 1957, in Room 706, State Building, Los Angeles.

PRESENT: Daniel E. Koshland, Chairman
Virginia Allee, Commissioner
Eleanor C. Hewlett, Commissioner
John W. Quimby, Commissioner
Margaret Kay Anderson, Chief
Richard Perry, Deputy Attorney General
Vivian T. Jensen, Recording Secretary
Glenn Mayfield, Area Supervisor, Los Angeles

The meeting was called to order by Chairman Koshland at 10:00 a. m.

The Commission discussed in turn each section of the tentative draft for the Motion Picture Industry which had been prepared as a result of the deliberations of the Commission in its meeting of September 23, 1957. This draft had been sent to the Commissioners for their study in advance of this meeting. (See Exhibit A)

SECTION 1. APPLICABILITY OF ORDER

There was discussion as to whether or not minors who are professional actors or actresses should be included in the coverage of the new order. It was finally decided that professional minors should be excluded from coverage of the order.

Commissioner Stoneman moved, seconded by Commissioner Allee, and unanimously carried that Section 1, Applicability of Order, read as follows:

"This Order shall apply to all women and minors employed in the motion picture industry, including all extra players, except that the provisions of this Order shall not apply to professional actors or actresses, nor shall Sections 3(a), (b), (c), (d), and Sections 4 through 12 apply to women employed in administrative, executive, or professional capacities.

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"No woman shall be considered to be employed in an administrative, executive, or professional capacity unless one of the following conditions prevails:

"(a) The employee is engaged in work which is predominantly intellectual, managerial, or creative; and which requires exercise of discretion and independent judgment; and for which the remuneration is a guaranteed weekly rate of \$80.77 or the equivalent of \$350 per month, but in no case shall daily paid employees hereunder be exempt; or

"(b) The employee is licensed or certified by the State of California and is engaged in the practice of one of the following recognized professions: law, medicine, dentistry, architecture, engineering, teaching, or accounting."

SECTION 2. DEFINITIONS

There was discussion of the difficulty of defining an "extra player" as distinguished from an "actor" or "actress" despite the fact that the distinction is well known to those in the industry. To make it very clear that extras were intended to be covered by the order, the Commission decided to include a definition of "extra player."

Commissioner Stoneman moved, seconded by Commissioner Quimby, and unanimously carried that a definition of an extra player be included as Section 2(m) to read:

"(m) 'Extra Player' means any woman or minor employed by an employer in the production of motion pictures to perform any work, including but not limited to that of a general extra, stand-in, photographic double, sports player, silent bit, or dress extra; or as extras employed in dancing, skating, swimming, diving, riding, driving, or singing; or as extras employed to perform any other actions, gestures, facial expressions, or pantomime."

There was discussion as to whether film processing laboratories should be included in the coverage of the motion picture order. Some of the large film processing laboratories do work almost exclusively for the motion picture industry and are therefore generally considered by employers and employees alike as an integral part of this industry. The wage board had unanimously recommended that these laboratories be covered by the motion picture order.

The main concern in having them covered under the motion picture order rather than the manufacturing industry order was the opinion on the part of many that by being covered by the manufacturing order the women were subject

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to the Eight Hour Law and could not work emergency overtime. The Chief of the Division clarified this by pointing out that, although the laboratories were covered by the manufacturing order because they were "processing" and were thus covered by the definition of the order, they are not, however, subject to the Eight Hour Law because they do not come under "manufacturing" as defined in the dictionary. Also the prime function of the laboratories is "film processing" and not the making of motion pictures, thus they have been held to be subject to the manufacturing order, but the women can work emergency overtime under this order the same as if they were under the motion picture order.

It was moved by Commissioner Quimby, and seconded by Commissioner Stoneman, that Section 2(c) read as follows:

"(c) 'Motion Picture Industry' means any industry, business or establishment operated for the purpose of motion picture production, or the processing of films for motion picture or television production, including but not limited to motion pictures for entertainment, commercial, religious or educational purposes."

Vote: ayes - Commissioners Quimby and Stoneman
nays - Commissioners Allee, Hewlett and Koshland

Motion lost 3 to 2

Commissioner Hewlett moved, seconded by Commissioner Quimby, and unanimously carried that Section 2(c) read as follows:

"(c) 'Motion Picture Industry' means any industry, business or establishment operated for the purpose of motion picture or television film production, including but not limited to motion pictures for entertainment, commercial, religious, or educational purposes."

It was moved by Commissioner Hewlett, seconded by Commissioner Quimby, and unanimously carried that Sections 2(a), (b), (d), (e), (f), (g), (h), (i), (j), (k), (l) as written in the present draft be adopted.

SECTION 3. HOURS

There was considerable discussion of the Hours Section of the Order and whether or not the quarter check system of payment of overtime for extra players should be retained as in former Order 16-A.

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There was also discussion on the wage board recommendation that women employed on a guaranteed work week of 40 hours or more should be paid time and one-half for hours worked in excess of 40 in any one week rather than time and one-half after eight hours in any one day. The Commission did not follow this recommendation because there was a legal question as to whether the Commission could authorize work of more than eight hours in any one day without providing for daily overtime. In addition, the Commission has held in all the other orders that there should be a provision for time and one-half after eight hours a day as a deterrent to excessive daily overtime. Also in industries where daily overtime is quite common, it has been the practice of the Commission in recent years to require time and one-half for hours in excess of eight and up to and including 12 in any one day and double time for hours in excess of 12 in any one day, and time and one-half for the first eight hours worked on the 7th consecutive day, and double time for hours worked in excess of eight on the 7th consecutive day.

With these considerations in mind, Commissioner Allee moved, seconded by Commissioner Hewlett that Section 3 read as follows:

"(a) No woman eighteen (18) years of age or over shall be employed more than eight (8) hours in any one day nor more than six (6) days in any one week, except as provided in (1) hereof:

(1) Women eighteen (18) years of age or over may, in cases of emergency, be employed up to a maximum of sixteen (16) hours including meal periods in any one day from the time they are required and do report until dismissed, provided the employee is compensated for such overtime at not less than:

(A) One and one-half ($1\frac{1}{2}$) times the employee's regular rate of pay for all hours worked in excess of eight (8) hours up to and including twelve (12) hours in any one day, and for the first eight (8) hours worked on the seventh (7th) consecutive day; and

(B) Double the employee's regular rate of pay for all hours worked in excess of twelve (12) hours in any one day, and for all hours worked in excess of eight (8) hours on the seventh (7th) consecutive day.

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"(b) No minor shall be employed more than eight (8) hours in any one day nor more than six (6) days in any one week.

(c) No employee shall be required to report to work unless ten (10) hours have elapsed since the termination of the previous day's employment.

(d) Food and hot drinks shall be provided for employees who are required to work after 11:30 p.m.

(e) When employees are required to work at night and are not dismissed in time to permit their return to their homes by public service transportation, transportation shall be provided by the employer.

Vote: ayes - Commissioners Hewlett, Allee, and Koshland
nays - Commissioners Quimby and Stoneman

Motion carried 3 to 2.

SECTION 4. MINIMUM WAGES

It was felt that a subsection covering "interviews" or auditions for extra players should be included in Section 4, since there are times when such women are required to wait or audition for several hours before being hired.

Commissioner Hewlett moved, seconded by Commissioner Quimby that a subsection be added in Section 4 to read as follows:

"(i) Interviews. Interviews or auditions for extra players which exceed one and one-half ($1\frac{1}{2}$) hours in length shall be paid for at not less than the minimum wage."

Vote: ayes - Commissioners Stoneman, Quimby, Koshland, and Hewlett
nays - Commissioner Allee

Motion carried 4 to 1.

In the discussion as to whether there should be a special provision for night work, wet work or dangerous work for extra players as in the old Order 16-A, it was pointed out by Deputy Attorney General Perry that this wording is in conflict with Workmen's Compensation laws and with Section 2855 of the Labor Code.

Commissioner Hewlett moved, seconded by Commissioner Stoneman and unanimously carried that Section 4(h) read as follows:

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"(h) Night Work, Wet Work or Dangerous Work. Employers shall notify extra players at the time of the call of the character of the work when extras are required to do night work, wet work, or work of a rough or dangerous character; and if the employer fails to do so, the employee shall have the option of refusing to work and shall be paid for all time consumed. If the personal wardrobe or property of extras is damaged through the nature of the work, extras shall be compensated therefor."

Commissioner Stoneman moved, seconded by Commissioner Hewlett and unanimously carried that Sections 4(a), (b), (c), (d), (e), (f), (g), as written in the present draft be adopted.

SECTION 5. REPORTING TIME PAY: SECTION 6, HANDICAPPED WORKERS:
SECTION 7. RECORDS

Commissioner Hewlett moved, seconded by Commissioner Allee, and unanimously carried that Sections 5, 6, and 7 as written in the present draft be adopted.

SECTION 8. CASH SHORTAGE AND BREAKAGE

Commissioner Stoneman moved, seconded by Commissioner Quimby, and unanimously carried that Section 8 read as follows:

"No employer shall make any deduction from the wage of an employee for any cash shortage, or breakage, damage, or loss of the employer's equipment or property, notwithstanding any contract or arrangement to the contrary, unless it can be shown that the shortage, breakage, or loss is caused by a dishonest or wilful act, or by the culpable negligence of the employee."

SECTION 9. UNIFORMS AND EQUIPMENT: SECTION 10. MEALS AND LODGING

Commissioner Allee moved, seconded by Commissioner Hewlett, and unanimously carried that Sections 9 and 10 as written in the present draft be adopted.

SECTION 11. MEAL PERIODS

Commissioner Allee moved that Section 11 as written in the draft be adopted. Commissioner Koshland vacated the chair to Commissioner Quimby and seconded the motion.

Vote: ayes - Commissioners Allee and Koshland
 nays - Commissioners Stoneman and Quimby
 Commissioner Hewlett reserved her vote until after the luncheon recess.

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SECTIONS 12 through 31

Commissioner Hewlett moved, seconded by Commissioner Allee and unanimously carried that Sections 12 through 31 as written in the draft, be adopted.

The executive session adjourned at 12:30 p. m. to meet in open session at 2:00 p. m.

- - - - -

Chairman Koshland called the meeting to order in open session at 2:00 p. m.

PRESENT: Daniel E. Koshland, Chairman
Virginia Allee, Commissioner
Eleanor C. Hewlett, Commissioner
John W. Quimby, Commissioner
Mae Stoneman, Commissioner
Margaret Kay Anderson, Chief
Richard Perry, Deputy Attorney General
Glenn Mayfield, Area Supervisor, Los Angeles
Vivian T. Jensen, Recording Secretary
Robert M. Riley, Calif. State Restaurant Ass'n.
Claire Clements, Agricultural Producers Labor Committee

SECTION 11. MEAL PERIODS (Continued)

Commissioner Hewlett's vote on previous motion - nay.

Motion lost 3 to 2.

Commissioner Hewlett moved, seconded by Commissioner Stoneman that Section 11 read as follows:

"No employer shall employ any woman or minor for a work period of more than five and one-half ($5\frac{1}{2}$) hours without a meal period of not less than thirty (30) minutes nor more than one (1) hour. An "on duty" meal period shall be permitted only when the nature of the work prevents an employee from being relieved of all duty, and time spent for such "on duty" meal period shall be counted as time worked."

Vote: ayes - Commissioners Hewlett, Stoneman, and Quimby
nays - Commissioners Koshland and Allee

Motion carried 3 to 2.

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There was discussion as to whether there should be two separate orders for the motion picture industry as in the past or only one order. The draft under consideration incorporated special provisions to cover conditions of employment as related to extra players. Therefore, it was concluded that the draft as revised for one order would afford extra players essentially the same protection as would a separate order.

Commissioner Allee moved, seconded by Commissioner Hewlett, and unanimously carried:

"That the draft as revised in today's meeting be adopted as the Motion Picture Industry Order, to be known as Order 12-57, regulating the wages, hours, and working conditions for women and minors in the Motion Picture Industry; that this order be published on or before October 31, 1957, and become effective January 1, 1958; and that Orders 16-A and 17R be rescinded as of the date this order becomes effective."

Chairman Koshland announced that an application for rehearing presented by the California Grape and Tree Fruit League had been received in the offices of the Commission in San Francisco on October 2, 1957. This application requests a rehearing in the matter of the Industrial Welfare Commission Order No. 8-57, regulating wages, hours, and working conditions for women and minors in the Industries Handling Products After Harvest, and is made a part of this record. (See Exhibit B)

Commissioner Stoneman moved, seconded by Commissioner Quimby, and unanimously carried that:

"The Commission take no action at this time on the application for rehearing of the California Grape and Tree Fruit League."

Miss Margaret Kay Anderson, Chief of the Division, reported on activities preliminary to setting up hearings in agriculture. She stated that a meeting had been held with Messrs. John Henning, California State Federation of Labor, Ernesto Galarza, National Agricultural Workers Union, and William Becker, of the Jewish Labor Committee. Chairman Koshland and Miss Anderson had also met

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with eight or nine representatives of grower associations and employer groups.

Both employee and employer representatives felt that investigations of working conditions, wages, and hours could well be initiated in the Imperial Valley, particularly in the area adjacent to El Centro. Both groups felt that it would be desirable to have separate meetings, one attended by the workers and representatives speaking in their behalf, and the other attended by the growers and employer representatives.

From January through April the Imperial Valley has a large harvest of miscellaneous vegetables; beans, carrots, garlic, onions, etc. and February is one of the peak months for harvesting. Women and minors were reported as being employed in the harvesting of these crops. The Commission believed a meeting date in late February would allow sufficient time to prepare for such a meeting. It also felt that the Commission should devote one day prior to the meeting in observation of some of the agricultural operations in the field.

Commissioner Quimby moved, seconded by Commissioner Stoneman, and unanimously carried:

"That the Commission meet in El Centro on February 28 and March 1, 1958; that the first day be spent in observation of agricultural operations in the fields; that the Commission meet with employee and employer representatives on the second day, one group in the morning between 9:30 and 12, and the other group in the afternoon, between 2:00 and 4:30; and that arrangements for the tour and the meetings be made by the Division."

Miss Anderson stated that money has been requested in the 1958-59 budget for repricing the Budget for a Single Working Woman. If this request is granted, the Division of Labor Statistics and Research would like to begin the actual repricing in the fall of 1958.

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There being no further business, Chairman Koshland announced that he would like to tender his resignation as chairman effective at any time suitable to the Commission, and asked that the Commission elect a new chairman at this time.

Commissioner Quimby said in part: "The Commission has certainly appreciated the work that you have done. We have gone through a long period of revising the orders and we have had a number of controversial issues and subjects. You have been very patient with us and you have donated a great deal of your time. I think I express the feeling of the Commission when I say we appreciate all the additional time and effort you have put in."

Commissioner Stoneman said: "I am sure that it is the unanimous opinion of this Commission that you have been an impartial and fair chairman in your service to all the people in every segment of the state and I am sure that our parent body would subscribe to that."

Commissioner Allee moved, seconded by Commissioner Quimby, and unanimously carried:

"That the Commission accept with regret the resignation of Chairman Koshland effective as of January 1, 1958."

Commissioner Stoneman said, "Before I nominate, I would like you to understand that I know there has been a past policy to rotate the chairmanship so that each Commissioner would have the honor and opportunity to serve as chairman. At the time I was chairman I found it very difficult to serve as chairman living in Los Angeles when the main office of the Commission and most of the records are in San Francisco. It is my considered opinion that for the best interests of all concerned and to make the work a little easier, the chairman should be in the north. Mr. Quimby has been with us for some time and certainly under the old policy he would be the one nominated and elected. But in

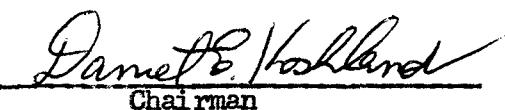
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view of the remarks I have just made, I would like to nominate Commissioner Hewlett as successor to Mr. Koshland for the reason I have just stated and because at the time she served this Commission as chairman, she made a delightful one. She was impartial, well informed on minimum wages and working conditions of the people for whom we write the orders. She lives in the north, she is available, and is thoroughly capable."

Commissioner Allee seconded the nomination. Commissioner Quimby said he subscribed to Mrs. Hewlett's nomination.

There were no further nominations. Vote on motion: unanimous
Commissioner Hewlett made the following statement: "I am deeply honored by this token on your part. I will never make the wonderful chairman that you made, Mr. Koshland, as you have that special flair that makes everyone love you and you are a very gracious gentleman. To each of you may I say that the Chairman is only a representative of the Commission. I will be happy to serve and believe me, I will serve only with the wholehearted support of this Commission as your representative."

The meeting adjourned at 3:00 p. m. to meet at the call of the Chair.


Daniel B. Koshland
Chairman


Vernon J. Jensen
Recording Secretary

704406111

EXHIBIT 10

1 **KANE LAW FIRM**
2 Brad S. Kane (SBN 151547)
3 bkane@kanelaw.la
4 1154 S. Crescent Heights. Blvd.
5 Los Angeles, CA 90035
6 Tel: (323) 697-9840
7 Fax: (323) 571-3579
8
9 Trey Brown (SBN 314469)
10 trey.brown@vixenmediagroup.com
11 11337 Ventura Blvd.
12 Studio City, CA 91604
13 *Attorneys for Defendants*
14 VXN GROUP LLC and MIKE MILLER

15
16 **UNITED STATES DISTRICT COURT**
17 **CENTRAL DISTRICT OF CALIFORNIA**
18 **WESTERN DIVISION**

19 MACKENZIE ANNE THOMA,
20 a.k.a. KENZIE ANNE, an
21 individual and on behalf of all
22 others similarly situated,
23 Plaintiff,
24 v.
25 VXN GROUP LLC, a Delaware
26 limited liability company; MIKE
27 MILLER, an individual; and DOES
28 1 to 100, inclusive,
 Defendants.

Case No. 2:23-cv-04901 WLH (AGRx)

**DECLARATION OF BASIA LEW IN
SUPPORT OF DEFENDANTS'
MOTION FOR SUMMARY
JUDGMENT**

Complaint Filed: April 20, 2023
Removed: June 21, 2023

1 I, Basia Lew, hereby declare as follows:

2 1. I am Vice President of Production for Defendant VXN Group, LLC
3 (“VXN”). I also served as one of VXN’s 30(b)(6) witnesses in this matter. I am
4 personally familiar with, and, if called upon, could and would testify to the facts
5 contained herein from my personal knowledge.

6 2. In my capacity as Vice President of Production, I oversee VXN
7 motion picture production. I am often on set and I have personal knowledge about
8 the day to day production process. I also routinely work with other departments in
9 the company including marketing, social media, accounting and legal.

10 3. Prior to becoming Vice President of Production, I served as Director
11 of Post-Production for VXN and I also have personal knowledge of the employees
12 and operations in the post-production department.

13 4. VXN film production staff include script writers, production
14 coordinators, producers, directors, set designers, digital imaging technicians,
15 photographers, wardrobe stylists, creative directors, and production assistants.
16 VXN also employs a post-production team including video editors and colorists.
17 VXN has a marketing team to market its films, a social media department to
18 promote movies and websites, and production accountants and in-house film and
19 entertainment lawyers.

20 5. Attached as Exhibit 11 is a true and correct copy of the VXN staff
21 that supported Plaintiff’s first shoot.

22 6. Attached as Exhibit 12 is a true and correct copy of the post-
23 production slack channel for Plaintiff’s first motion pictures with VXN. It
24 demonstrates the coordination between departments and the amount of
25 work, talent, and consideration that is put into creating the final motion
26 pictures, as well as the collaboration between Plaintiff’s team and VXN. It also
27 shows how still photos are

28

DECLARATION₁ OF BASIA LEW

1 used in all phases of the motion picture process including marketing and social
2 media.

3 7. VXN owns state of the art motion picture production equipment. It
4 also routinely rents film locations, props (such as motion picture cars), obtains
5 film industry permits and licenses music for its films. See Exhibit 11 and Exhibit
6 12.

7 8. During motion picture productions, VXN directors or photographers
8 take “stills” which are photographs of actors in its movies in character in various
9 positions. See Exhibit 11.

10 9. The stills enable the actors to rehearse the scene, experiment with
11 positions, and determine which sex positions feel comfortable with each of the
12 actors and works visually for the directors of the films. Attached as Exhibit 13, is
13 a true and correct copy of the Kenzieland shot list showing stills occurring before
14 actual filming of the motion picture portion of the scene. This is standard for
15 VXN productions.

16 10. The stills are used later as covers for DVDs. Exhibit 14.

17 11. They are also used as thumbnails for the website. Exhibit 15.

18 12. And the stills are used for advertising, marketing, and social media
19 purposes to promote the movies and the actors. Exhibit 16.

20 13. Taking stills on VXN’s production sets usually accounts for only a
21 small portion of the time spent making the motion picture and it is dependent on
22 the creative direction of the actors and director as they rehearse the movie.
23 Attached as Exhibit 17 is a true and correct copy of the shoot schedule from the
24 4-22-22 Deeper motion picture. It demonstrates the average time it takes to
25 shoot still photographs compared to the overall production. Exhibit 17.

26

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28

1 I declare under penalty of perjury that the foregoing is true and
2 correct. Executed on December 21, 2024, at Los Angeles, California.

3
4 /s/ 

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EXHIBIT 11

~~CONFIDENTIAL~~

Page ID#4868

Project Brief: Kenzie Anne's VMG Debut scenes for Vixen & Blacked directed by Chris Applebaum

Vixen GG scene: Kenzie x Naomi x Gianna

Blacked: Kenzie x Jax Slayher

DEPARTMENT	ASSIGNEES	NOTES	ACTION
DIRECTOR	Chris Applebaum	Chris Applebaum provides Gaffer/lighting assistant \$500 Key HMUA - \$500	Matt will contact Chris to negotiate his Creative Fees, so far his teams costs are in line
PROD	VMG	VMG Production Crew needs: Prod team -Art / Wardrobe / HMU: Steph, Haley + 2 MUA -AC: K [REDACTED] -EP: Mike [REDACTED] -PM: @Taylor? @jess? -DIT: Josh (absolute must imo) -SOUND: ? -PHOTOGRAPHER: Daren or potentially request Chris A photographer -PA: Sienna + 1 more	Need to align on logistics with Chris during walkthrough to be scheduled
POST PROD	VMG	VMG Post Production team needs: -Access to Jack & Josh during pre-pro to discuss color correction & LUTS -access to VMG editor and working in-house 1-2 days with an editor we assign	
SET/PROPS	VMG	Props: SUV (Uber Black) - prod team Small props tbd based on treatment - Steph	
WARDROBE / BEAUTY TEAM	VMG	tbd based on treatment - Steph will handle	

017394

~~CONFIDENTIAL~~

Page ID#4860

CASTING	VMG	Requests from Chris A: Naomi Swann + Gianna Dior for Vixen and TBD for Blacked casting options, maybe Jax Slayher	
EQUIPMENT	VMG	tbd based on treatments for each scene - Chris A will send early next week so far we have: -Arri Alexa Mini OF -Arri T2 2K light -Small Arri 650s -Photographer: Daren or Chris to suggest option via Tasty Content studio for promo and sex stills TBD	
SCRIPT	VMG	Eddy to write script w/ Mike based on Chris's Treatment	
BUDGET	VMG	TBD Chris / Eats team fees Director rate: 2K offer Gaffer/lighting assistant: \$500 Key HMUA: \$500	
SCHEDULE	VMG	tbd based on treatment / PH / Talent availability - night shoot was discussed on call Dec 1-14th is flexible for Chris potential dates to discuss -Dec 1st - GG Vixen Debut - Kenzie, Naomi, Gianna -Dec 7 - Blacked Debut	

017395

EXHIBIT 12

#kenzieeats

Messages

Add canvas

Files

+

#kenzieeats

@Basia created this channel on February 8th, 2021. This is the very beginning of the #kenzieeats channel.

Add description

Add coworkers

Send emails to channel

February 8th, 2021 ▾

Basia 11:52 AM

joined #kenzieeats. Also, Mattb and 3 others joined.

Basia 11:56 AM

Hi guys! I wanted to create this thread so we can all get aligned on this project. I'd like to have a call/Zoom with Chris and all of us to get on the same page of what the workflow will be and what his vision is on this project. I'd like to schedule a call ASAP, just need to know everyone's availability.

@Jack you will be doing color for the sex on this project, Chris Applebaum will want to work with you closely on that. We are still in the editing phase.

@Tavit Chris will also want to help clarify his notes on the edits and explain a bit more what/why he shot.

Tavit 11:56 AM

no problem

Jack 11:57 AM

Sure, sounds great

016917

Do you have a rough cut so I could take a look?



kenzieeats

Messages

Add canvas

Files

+

Jack 11:57 AM

February 8th, 2021

Sure, sounds great

Do you have a rough cut so I could take a look?

Tavit 12:02 PMI do, but im also in the process of re-cutting the sex and making it multicam
his Acam and bcam look totally different**Basia** 12:08 PMthis is the Frameio project folder <https://app.frame.io/projects/f613ad8a-c91e-4030-8aed-95e8d082ee02/4cc35c7dbd1e-4b7d-b711-af2d13aad316>**Jack** 12:20 PM@**Basia** you've mentioned sex part what about the color for the story part?**Basia** 12:25 PM@**Mattb** do you have the original version of Sydney's edit with her color? Since Tav wasn't able to get the color as she had it.story part hasn't been done yet either, we are waiting to hear from Chris on that before proceeding with that
but we have like a music video/trailer/sizzle video to show you what direction it's headed in
Chris's editor worked on that asset**Mattb** 12:34 PMHere is the edit Sydney did for teaser intro/promo <https://www.dropbox.com/s/7kyrq461k2jj42d/VIXEN-INTRO-REVISED-2.mp4?dl=0>

016918

Jack 12:34 PM

Ok we'll talk about, I think the color should be consistent across

Mattb 12:34 PM

agreed @**Jack**

Chris will advise on coloring when you guys have call, he is an amazing director and he definitely has a vision for all this that he will ensure is clear for everyone on that call. We are supporting his vision on this project and are aware it will be a little more unique and different approach than a standard Vixen scene and we are ok with that.

Jack 12:38 PM

ok great

Basia 12:39 PM

@**Tavit** @**Jack** would you be free tomorrow morning 9:30am PST/12:30 EST?

Tavit 12:39 PM

100%

Jack 12:40 PM

sure

Michael 12:42 PM

@**Basia** We have the Marketing meeting at 9:00-10

Basia 12:42 PM

yeah I'm probably going to have to skip it

and you too

016919

Michael

12:42 PM

Case 2:23-cv-04901-WLH-AGR

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February 24, 2021

Page ID #4874

Okay just making sure 

Basia

12:43 PM

trying to accommodate Chris's schedule
and not wait too long
or at least we'll hop off early

 1 

Mattb 12:52 PM

Copy that Basia, all notes will be on the call tracker after marketing call if you guys need to hop off early to jump on this call w/ Chris. I've already spoken to Chris and we are aligned on what he is going for, hope you guys all enjoy working with him!

 1 

Basia 1:12 PM

great, thanks Matt!

Yeah I didn't want to cut it too close to his shoot time tomorrow

 1 

Basia 1:19 PM

I'm going to make it a Zoom call, so you guys will have to download that, it's free.
it's confirmed for tomorrow at 9:30 then

 2 

2

February 8th, 2021 ▾

I'll send a link invite

February 18th, 2021 ▾

Basia 4:46 PMHi everyone **@here****Tavit** 4:48 PM

Hi Basia

Basia 4:49 PM

Just wanted to recap where we are at with this project.

Jack has his hands full at the moment with an emergency color fix, and the Quarantine scene. Once those two are done, he'll be able to focus on Kenzie next, so most likely not until next week sometime.

@Mattb are Steve and Mike going to want to see the final cut of the scene? If so, they should see it before Jack gets to the final color.

because if they have changes to any cuts, it will make it complicated to adjust color afterwards, bc we really want to be working with the final picture lock down version

Mattb 6:18 PM

Copy that, thx for the update Basia. Yes, lets send over to Mike for a last look on this to ensure he has no final notes before Jack gets to final color.

016921

February 25th, 2021 ▾

February 25th, 2021

Basia 2:40 PM

Hi everyone @here Just catching up on the emails going back and forth between Chris and us. I'm thinking we do a 2-3 minute chunk of the scene in both the B&W and color match options, especially a section where we see a position change or transition, to get the full effect. Chris prefers the B&W, but we'll do one more comparison internally since he put the ball back in Matt's court. @Jack and I just discussed and he mentioned he would send it along as 4k so we can really see what it would look like.

Any other comments/concerns/questions anyone?

Jack 3:15 PM

4K versions uploaded, you can see how it looks scaled up (HD to 4K for Bcam) <https://f.io/aqSq58qz>

Basia 4:34 PM

Thanks Jack. I think we'll also want to see a longer edit of these options, preferably a section where we see a change in positions and a transition. I think @Tavit will need to get you his project files for that? Anyone have any thoughts on the 4K? @Jack what do you think?

Mattb 6:08 PM

I think it totally works in 4K and have no concerns on my end. Yes, per your note Baisa would need to see how it looks with a 2-3 minute chunk of the final scene before committing to a direction on that per Chris' notes. Thx all!

February 26th, 2021

Tavit 8:23 AM

I'll get him my project file, no problem.

016922

March 2nd, 2021

Basia

5:36 PM

March 2nd, 2021 ▾

Hi @Tavit , @Jack will be ready soon to color the 2-3 minute chunk with both options.

I found a good chunk of the sex from the latest cut: <https://app.frame.io/player/43ec4384-497b-4dde-9790-cab248e07674>

21:25-25:00 that has a good amount of transitions and b&w/cam b clips that would be good for Jack to do both color tests

I believe this final cut still needs to be QC'd, so we don't have the picture locked yet @Jack

Basia

9:25 PM

also @Tavit @Jack here is info for the Blacked Kenzie scene that was shot this past weekend from @Mattb (edited)

3 files ▾

**BLACKED SHOT LIST Feb 24 Day ...**

PDF

**BLACKED SHOT LIST Feb 24 Day ...**

PDF

**BLACKED x EATS - Script FINAL (...**

PDF

Basia

9:25 PM

<https://www.dropbox.com/sh/gzscr8x1mr1sjgk/AAANvAl1ClBCpAGw60gjwcca?dl=0>



2 replies Last reply 4 years ago

Basia

9:26 PM

016923

<https://project-invisions.com/boards/FZ41OH18EJW/>



<https://projects.invisionapp.com/boards/FZ41OH18EJW/>

InVisionApp

BLACKED X KENZIE ANNE

InVision Boards – Design Collaboration Reimagined (27 kB) ▾



March 3rd, 2021 ▾

Tavit

7:34 AM



Tavit

.0:11 AM

@Jack

Do you want me to send you the project [file](#) for Vixen Kenzie?

Jack 10:53 AM

Send it :)

Tavit 11:06 AM



Tavit 11:28 AM

Assets sent @Jack I literally took everything out and only put the sex cut for you. I took every other useless stock footage out of the project. So it should be relatively simple for you to open it and link. I put the beginning establishing shot and the 2 film burn transitions for you in the folder as well. Those are the only outside stock footage I used in the sex cut. I cut out the intro that Sydney edited as well. (edited)

<https://app.frame.io/projects/a26bf0b5-64a6-4279-848b-449584f53115/4d36a00b-dae-41c2-88f8-907d27aa5d49>

Jack 11:28 AM

Do you have a resolve project by any chance?

Tavit 11:29 AM

of the kenzie eats?

Jack 11:29 AM

Yes

Tavit 11:29 AM

no I dont. I didnt work with Davinci. It would be too mind blowing

Jack 11:29 AM

Ok :)

Tavit 11:30 AM

CONFIDENTIAL

March 4th, 2021

March 4th, 2021

sorry Jack

Basia 1:01 PM

Hey guys, I'm stuck on a call

I'll be a few mins late

Basia 7:01 PM

@Mattb could you post all the links and latest scripts for BLK Kenzie project here that I saw come through on those emails after the call?

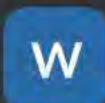
just so it's in all in one place for everyone

again, sorry everyone I missed out on the call! sounds like all went well.

Mattb 7:06 PM

Yes, we realized on the call that there were multiple versions floating around this is the final final that we should all be referencing. No worries, call was great and we're all on same page from here. Tav & Chris are going to continue the dialogue via WhatsApp to get to a final V1

Word Document ▾



BLACKED SCRIPT REV FEB 27 CA.docx

Word Document

016926

1

Basia 7:07 PM

cool, thanks!

March 5th, 2021

Basia 4:24 PM

https://app.frame.io/reviews/b6a1930f-e05a-4f0d-ad97-2f53f5e36e1e?email_id=94f87e27-cb7a-4838-95b1-b4f671e88fd5&email_type=reviewer-invite

March 12th, 2021

Tavit 12:46 PM

@[Mattb](#) Hey Matt, so I was talking to Chris on the phone earlier. He said that he's been busy with work, and that he hasn't had the time to clearly explain his vision with the Blacked Intro. So after talking to him, we agreed that I would show him my own version of the scene, without his notes. Just to give him a visual idea and maybe help him produce a detailed summary of what he's looking for. I still haven't finished my first cut, hoping to deliver something by tonight. I will tag all of you on [Frame.io](#) once I'm done.

1

Mattb 2:05 PM

Sounds good! Thx for the update Tav

1

016927

I am honestly having so much fun with it

2

March 16th, 2021

Michael

3:56 PM

Hey Matt, so here is the first cut of BLK 2-27-21 Kenzie Anne, wanted you to take a look at it before we send this off to Chris. Just a reminder this doesn't have color done. Scene: <https://f.io/OymNFiW4>

Mattb 7:00 PM

Looks incredible for a V1 with no color. All good to shoot over to Chris. Nice work Tav!

Tavit

7:10 PM

Thanks a lot Matt! Really appreciate it!

March 18th, 2021

Basia

5:33 PM

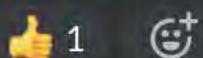
@Tavit rewinding back to Vixen Kenzie project, do you recall how much of the music video/Sydney edit you were NOT able to connect all together? I believe it was majority of the color and transitions/effects from Magic Bullet? I believe this first cut is representative of what you were able to connect?

<https://app.frame.io/player/028145be-9a82-461e-b9f1-5c657f06e35d>

Asking bc @Mattb has some changes coming through for that section from Deleon and Mike Miller, and we'd prefer to keep it all in-house and not involve Sydney if possible. Nothing she did wrong, but there could be multiple rounds of changes and would be better to keep it all with one editor.

016928

Let us know if you're missing any other files fro. Can you also look into seeing if she provided project files for I think it was a Twitter version, right @Mattb ?



not a rush to look into tonight or anything @Tavit but early next week

Mattb 5:34 PM

Ya, she should have provided a project file with the "promo" that we used for Intro that will also be used to promote the scene as an NSFW promo video on Twitter, and then an "IG" friendly SFW version

So 2 project files total

April 9th, 2021

Basia 8:44 PM

Hi everyone **@here**, Jack is going to send Tav the colored file, it looks good to me, but we want to send Chris one final look at the scene as a whole. So **@Tavit** can you do one last final preview export and **@Mattb** will make sure that gets over to Chris? I believe Sydney will have that intro for us next week as well, **@Mattb** is helping with the coordination side of things since Michael is no longer part of the picture. I don't think we have to wait to get Sydney's file to send Chris the final scene to review, right **@Mattb**? Also..something I just thought of, I don't remember if we ever finalized the trailer that Tav created?

April 12th, 2021

Tavit 7:09 AM

No problem **@Basia** I'll export a final preview once I get Jack's project. Since we decided to remove the stock

Tavit

7:09 AM

No problem @Basia I export a final preview once I get Jack's project. Since we decided to remove the stock footage, we need to finalize the trailer once again. Should I export the trailer I have again, without the stock footage, for preview? (edited)

Basia

9:23 AM

Yeah let's do that, thanks @Tavit !



April 13th, 2021 ▾

Tavit

10:12 AM

@here Hey everyone, here is my updated version of Kenzie eats trailer without color correction. Let me know what you guys think. <https://app.frame.io/player/bfa4fbe7-324e-4de8-b2de-bbe2531a963e>

Mattb 11:05 AM

Thx Tav! We'll check it out and get back to you.

@Basia do we have the final scene out of coloring not including the intro we're waiting on from Sydney. Would love to see that as well.

**Basia**

11:44 AM

I believe the color file from @Jack should be ready to give to you, @Tavit . @Jack can you confirm?

Jack

11:44 AM

Yes - for the scene

016930

APRIL 15TH, 2021

Page ID: #48851

Basia 11:46 AM

yes for the scene. @Tavit give us an ETA on when we'll be able to see the full movie so Chris can have that final pass

Tavit 11:50 AM

sounds good. Im going to receive Jack's davinci file and export it from my end.. so ill hopefully have something exported for you guys by the end of day. If there are issues with connecting files, Ill have it up by tomorrow (edited)

**Tavit** 7:18 PM

@here Here is the scene with the color (MINUS INTRO) <https://app.frame.io/player/4ecea0d6-f593-474a-a5d2-4e0f0167d49a>

Basia 8:23 PM

Thanks Tav!

Tavit 8:37 PM

No problem 😊

April 15th, 2021

Mattb 10:37 AM

Hey Tav! Can you send a shareable frame link to this scene with color (minus intro) thx!

Tavit 10:41 AM

https://f.io/5ND92_mW This is for the scene (minus Intro) Colored (edited)
016931

I hope this is the proper link. Let me know if you need anything else.

April 15th, 2021

Page ID #4886

Tavit

10:41 AM

https://f.io/5ND92_mW This is for the scene (minus Intro) Colored (edited)

I hope this is the proper link. Let me know if you need anything else.

<https://f.io/MKkOnDs0> This is for the trailer with no color (edited)

Mattb 11:01 AM

Thx Tav! Just sent it all over to Chris for a final sign off, I'm all good with this trailer edit and final color on scene looks great to me, but we'll allow Chris to do one final pass. Beautiful work



I cc'd you, Jack, and Basia so we're all in the loop together with him

Tavit 11:10 AM

I love the color!!!

Mattb 6:32 PM

Hey Tav! Quick question, did Sydney share the license for the audio that is included on the intro edit that was on the drive submitted to you? If so can you send that over for us to rvw, we need to make sure we are fully cleared to publish that audio on our site.

Tavit 6:34 PM

Sure not a problem

Let me get back to you about that asap

That's a great point

Tavit 6:40 PM

016932



Dark Fantasy by Electro Cloud.mp3

4:35 (11 MB)

4:35

Here is the song. I'm not sure we have the license for this...

<https://artlist.io/album/3262/electro-cloud>



[Electro Cloud by IamDayLight | Royalty Free Music Album - Artlist.io](#)

Floating Electronic Forms - Discover amazing High-quality Copyright Free Music for your next creative video project.

It says that its royalty free music...

Mattb 6:48 PM

ok copy that

Basia 6:50 PM

hmm would still have Emilie sign off @Mattb just in case

Mattb 6:51 PM

ya absolutely, can you connect with her on that or I can reach out as well.

Mattb 7:16 PM

I'll link with Emilie and include you on the slack!

Tavit 7:20 AM

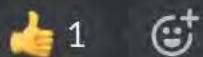
@here Hello everyone, I will be posting the final scene on [Frame.io](#) for review on here. Let me know what you guys think...

Tavit 10:18 AM

I also sent Jack a davinci resolve project of the trailer so he can color easily

Mattb 10:21 AM

great, thx for the update Tav!



Also, this intro is approved to add in front of the final full scene as planned, let Sydney know if you need that export in any other formats before proceeding but the intro edit she submitted is approved to move forward.

<https://www.dropbox.com/s/dayaomlnq0iq0fc/VIXEN-EATS-INTRO-FINAL.mp4?dl=0>

Tavit | 10:24 AM

Here is the link to the scene

<https://f.io/gC-ws7kC>

@Mattb I added her intro edit to the scene. Its in the link



Mattb 10:49 AM

amazing!! Lets ship it

@Basia we are all good to start getting these final exports onto dreamstar dropbox for marketing team as well.

016934

Tavit 10:50 AM

When Basia approves it, we still need Qc to look over it.

Mattb 11:01 AM

Copy! Hoping we can push through QC asap, we are on deadline to get this over to marketing so anything we can do to help expedite would be much appreciated 🙏

1

Basia 12:18 PM

Is this cut with the reduced diffusion that Chris requested? was that for Sydney's edit only?

Tavit 12:32 PM

This cut is Sydneys Final Edit that Chris approved. The Reduced diffusion one is the one thats uncolored for the trailer (edited)

Basia 12:32 PM

ok, is the trailer approved? just needs to be colored?

Richie 12:33 PM

was added to #kenzieeats by Basia Lew.

Tavit 12:33 PM

yes, I believe so. Chris approved the cut as well

Basia 12:34 PM

@Richie will need the final trailer exports by Wednesday

Tavit 12:35 PM

016935

I sent back the project file for the trailer so he can color it and send it back to me

Tavit 12:35 PM

I sent Jack the project file for the trailer, so he can color it and send it back to me

Basia 12:36 PM

cool

Tavit 12:38 PM

oh actually Basia

In Chris's email, he mentioned that: "Mike Miller gave me the news last night that [REDACTED] needs to definitely be removed." (edited)

I incorporated the bottle in the trailer (edited)

is that a problem?

you dont see the logo of the bottle

<https://app.frame.io/player/bfa4fbe7-324e-4de8-b2de-bbe2531a963e>

Alina grabs it and shakes it...

I needed a wide establishing shot for her name

Basia 12:55 PM

that should be fine since we don't see the label

Tavit 12:56 PM

perfect

April 20th, 2021
016936

Hey guys,

Sorry one last major update just came in for this project.

[REDACTED] asked that we remove all the [REDACTED] from the promo/intro edit 😵‍♂️ &#\$% 😵‍♂️

Here is the updated approved intro to add onto the full scene export

https://www.dropbox.com/s/ssj9qn6xeb19ory/VIXEN-INTRO_7.mp4?dl=0

April 21st, 2021

Tavit 6:41 AM

Hey Matt, does this include the trailer as well?

Tavit 7:00 AM

and also, I would need the export to be 3840 x 2160 (edited)

right now its 1080p. If this is possible. (edited)

Mattb 8:08 AM

Copy yes I'll request that now. Trailer is fine as is.

Tavit 8:14 AM

perfect okay

Tavit 9:23 AM

@here Hello everyone, here is the link to the final Trailer export with COLOR <https://f.io/jK4jkfyF>

It has been Qced already and approved. I just need last approval on the color and what not. Just in case. (edited)

016937

Mattb 9:38 AM

Yep this looks all good to go, thx Tav



Tavit 9:51 AM

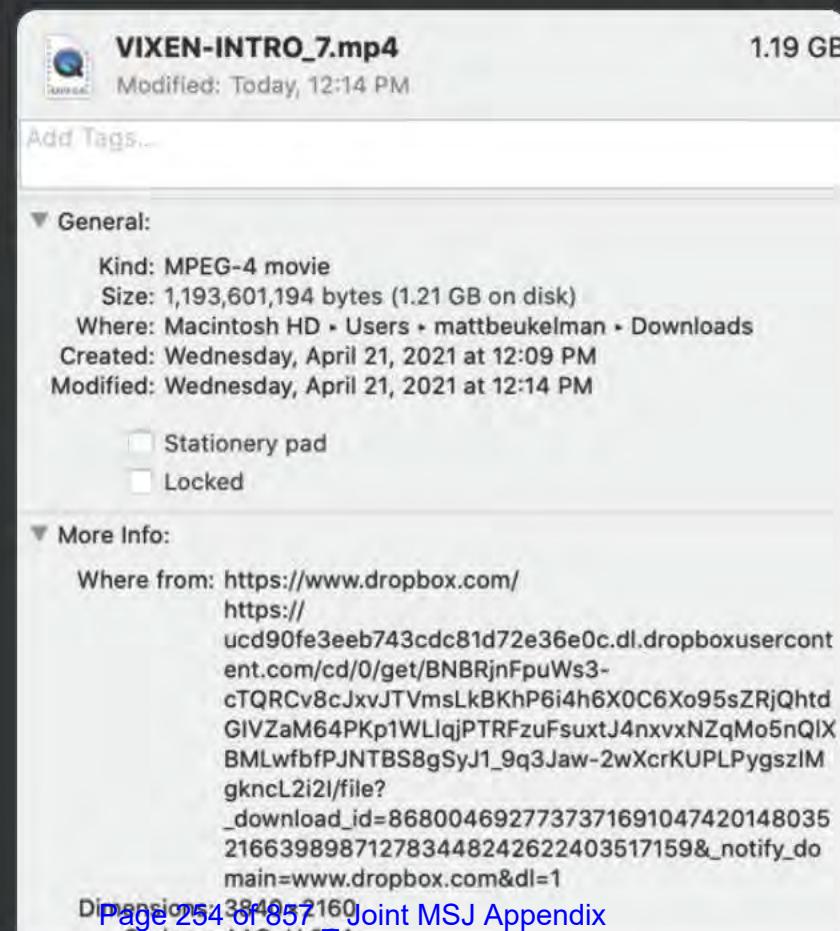
awesome, thank you Matt

Mattb 12:16 PM

Hey Tav, I just downloaded the updated intro file and it is at 3840 x 2160

https://www.dropbox.com/s/ssj9qn6xeb19ory/VIXEN-INTRO_7.mp4?dl=0

Screen Shot 2021-04-21 at 12.14.57 PM.png ▾



016938

Tavit 12:25 PM

weird, okay let me check again.

my bad, I mixed up my files...

Thank you Matt

April 22nd, 2021

Mattb 11:58 AM

All good. Let me know when the updated export is available on [frame.io](#)

Tavit 12:06 PM

Hey Matt, I uploaded the new version on Dropbox

<https://www.dropbox.com/home/DREAMSTAR%20DROPBOX/VIXEN/12-9-20%20KENZIE%20ANNE%20%26%20EMILY%20WILLIS%20%26%20ALINA%20LOPEZ/SCENE>

do you still want me to put it on [Frame.io](#)?

Mattb 12:09 PM

All good Dropbox works.

One major note, I am noticing some pretty major differences on the color for the trailer vs the intro with same shots

To avoid upsetting Chris & Kenzie about that and not cause any further delays on the edit, I would like to make a final call and just pivot back to using this intro as the trailer as well [@Basia](#)

https://www.dropbox.com/s/ssj9qn6xeb19ory/VIXEN-INTRO_7.mp4?dl=0

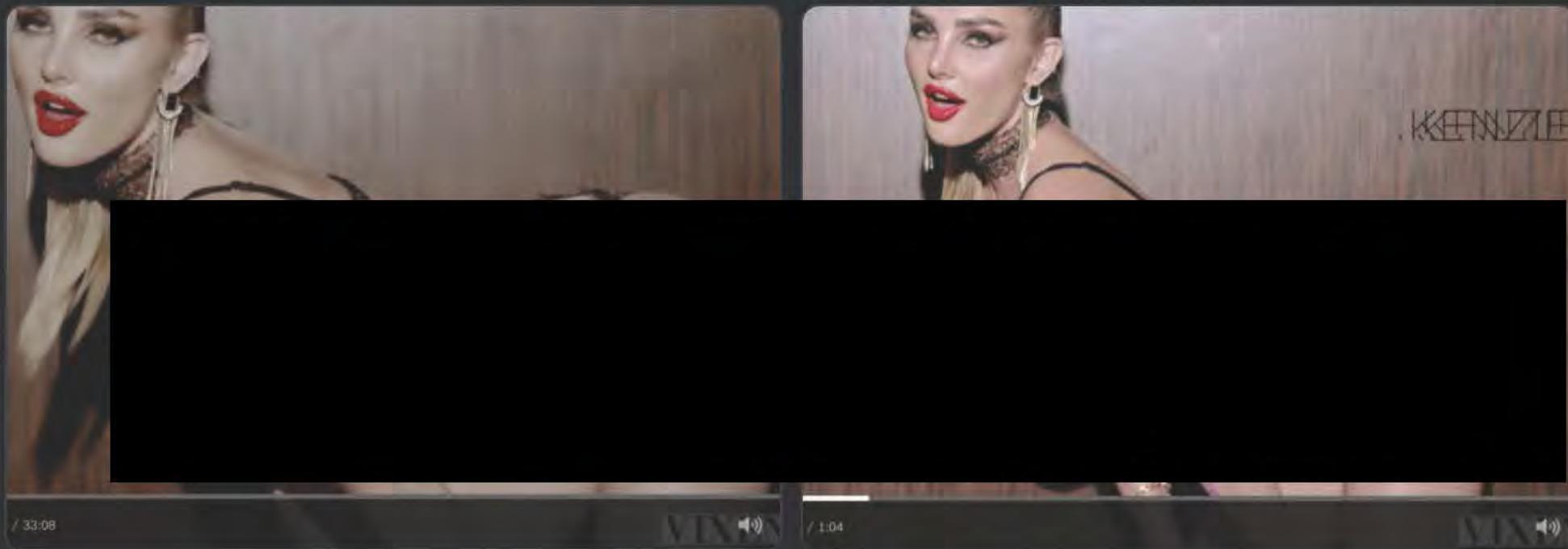
016939

Unless we can match the color for the trailer with the color on the intro sequence I want to bring it all together at this

Unless we can match the color for the trailer with the intro sequence I want to bring it all together at this point or run the trailer by Chris for a final green light on scene.

Case 2:23-cv-04901-WHA-AGR Document 133-3 Filed 01/10/25 Page 256 of 317
April 22, 2021 Page ID #4894

2 files ▾



alternatively we can add the second part of the trailer after this shot if we want it to be a more complete trailer. But this was my concern originally that it looks a bit sloppy to have two completely color grading styles for trailer vs intro on scene.

Screen Shot 2021-04-22 at 12.09.46 PM.png ▾



I know I approved that trailer earlier this week and that was an oversight on my part, but I was just looking at the edits and did a closer look to compare and contrast the color on the intro sequence vs trailer. It's just way too different and want to commit to a look on this based on Chris's vision for color.

Basia  12:17 PM

Hey Matt, yeah I made the call to have Jack color the entire trailer, to make the trailer cohesive, rather than trying to match Sydney's color. Would it ruffle too many feathers to have Chris take a look at the trailer color? Jack's color looks awesome, but if you think Chris will have issues, we can try to match Sydney's.

Mattb 12:18 PM

Ya I think it just being so different than the intro sequence I would like to run it by Chris first as he worked very hard on dialing color for the intro sequence and I think having two different looks for same shots throws off the consistency and would like to approve that with Chris first if you can reach out

Basia  12:21 PM

@Tavit can you send me a link to the trailer I can send to Chris?

Tavit 12:22 PM

no problem... Ill upload it on [Frame.io](#)

Basia  12:23 PM

thank you

Tavit 12:28 PM

Here you go: <https://f.io/qbGzXTVE>

Here you go: <https://f.io/qbGzXTVE>

4/10/2021

Page ID #48962

Jack 12:31 PM

Hey, so from my perspective, Chris approved the look for this scene so from my pov this shoud be the color reference for the entire project, so everything looks as consistent as possible.

Tavit 12:34 PM

From my perspective as well, I think Jacks color is better than Sydneys intro color.

Mattb 1:04 PM

ok lets see what Chris says via email and go from there.



Basia 2:21 PM

For Blacked Kenzie, what's the status on that [@Mattb](#) ?

Mattb 2:55 PM

He just sent intro to Mike & I and it's in review for final green light before we kick it back over that one will be a much smoother process as we've ironed out these kinks working with Chris and no third party endorsements to be concerned about

Mattb 10:11 PM

Hey guys, per Chris's response we have two different options for quick fast solutions to resolve this ASAP tmrw that I want to propose

1. Just use [intro sequence](#) as trailer and add names if there is absolutely no time to fix (ruins the magic of having this as the full intro fashion film element on full scene, but I am ok with it if options 2 & 3 do not work due to the audio/editing required to fix)

016942

2. Use 30 seconds of [Sydney's intro sequence](#) for trailer. add text to the first part of the trailer and transition into the

required to fix)

Case 2:23-cv-04901-WLH-AGR

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April 22nd, 2021

Page ID#4897L

2. Use 30+ seconds of [Sydney's intro sequence](#) to the first part of the trailer and transition into the scene preview at this part (screen shot attached below)
3. Same as option 2 but use this approved [IG edit](#) with just beauty shots for first part of the scene with text added that might work better with the audio on the trailer
4. Match color on the trailer with [intro](#) on full scene (don't think this is even possible at this stage due to time constraints)

Mike had already approved the color on the intro in full scene so we're all aligned on this approach and supporting Chris on his vision for the scene and we want to commit.

@Tavit since you'll be up and at em 3 hours ahead of us can you please proceed on options 2 & 3 for Basia & I to review and sign off on with Chris first thing in the am or as soon as possible that would be much appreciated. I don't see the need to wait for Sydney to add text to resolve so please just move forward and we'll get this sorted.

Thank you and we have definitely seen all the kinks that need to be ironed out the workflow with Chris going forward and it will be a much better flow for the Blacked scene that Chris will work closely with Jack on so this type of discrepancy never happens again. Appreciate the support guys, ultimately we also want Chris to be happy with the outcome of his first project with us so we are giving him final green light on Trailer & Full Scene. (edited)

Image from iOS ▾



016943



00:28 / 01:04

**Tavit** 10:27 PM

Copy that, not a problem (edited)

Will send you guys something tomorrow morning

Basia 10:31 PM

Thank you guys

**Mattb** 10:35 PM

You are the man Tav. Again my apologies for not catching and addressing this sooner with Chris, but I just want to make sure he's happy with the outcome too and I am hoping we can resolve quickly and be done with it. Thank you again for your guys support this has been a mission on many fronts, it will never be like this with Chris again for his next projects.

The [REDACTED] product placement issues did not help either, too many layers. We'll peel back the layers and move more efficiently on these special projects with Chris going forward. You guys all rock

 1 reply 3 years ago**Basia** 10:37 PM

I also should have consulted you @Mattb before I made the decision, but I believe next Chris project will go smoother.

Mattb 10:48 PM

016944

No worries at all. I know you have been dealing with a ton. Basia. Chris also sent his regards and he appreciates all the

April 22nd, 2021

Page ID: #4899

No worries at all. I know you have been dealing with a ton, Basia. Chris also sent his regards and he appreciates all the effort on our end so much.

The [REDACTED] & Legal team re-edit requests are what threw us off the most on this imo.

Blacked edit should be all approved by legal + Mike and set by Monday and we can set up a quick call to connect jack & chris once Tav has final edit pieced together.

There are no RedGiant plugins @Tavit just a clean edit will be coming over to you asap.

1 😊

**Tavit** 1 reply 3 years ago

April 23rd, 2021

Tavit 8:01 AM

@here Here is the new trailer with Sydney's intro color. I did the option 2 @Mattb . I cut it around to fit the titles properly. What do you guys think? Is this too much?<https://f.io/lhcTm5yS>

Mattb 10:45 AM

I think this works very well Tav!!!

I'll shoot over to Chris now for a final sign off.

Tavit 10:45 AM

okay awesome

Mattb 11:04 AM

ok Chris approved and we are all good to go on this

016945

April 13th, 2021

Page ID #4900L

ok Chris approved and we are all good to go on this

Lets please get this updated on Dropbox asap and ensure the content team is aware of this update for Monday's trailer release @ 1030a PT [@Basia](#) 

Tavit 11:25 AM

Not a problem

on it

Tavit 11:56 AM

All trailer files have been successfully uploaded on Dropbox

ready to go

Richie 11:58 AM

Web replaced it, should be good for Monday

Tavit 11:58 AM



Basia 8:25 PM

[@Jack](#) as you saw in that email from Chris, he would like to sit in a color session with you for the Blacked Kenzie Reeves scene this coming week. Would you be comfortable having him come by your place in person and sitting with him?

April 26th, 2021

016946

Basia

4:45 PM

Case 2:23-cv-04901-WLH-AGR

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April 27th, 2021
Page ID: #4901L

@Mattb @Tavit

is the BLK Kenzie Scene approved and ready for QC? Needs to be locked before Jack can start on it.

Tavit

4:47 PM

I'm still waiting on Sydney's intro, so I can export a new version that Chris has to still approve. (edited)

Mattb 4:49 PM

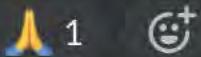
Hey, yes so the intro scene from Chris is approved and ready to be locked. Just need Tav to get those deliverables kicked back over to him so he can include sex scene. Chris would also need a last look on the entire scene before locking.

@Tavit In order to expedite if you can export and send full scene in it's current state over to Chris so he can address any final notes.

Tavit

4:50 PM

Not a problem, will do



April 27th, 2021 ▾

Basia

10:56 AM

Just wanted to share the member's enthusiasm for the Vixen Kenzie Anne scene!

2 files ▾

EVER

else's sentiments about a G/G site, this scene looks to be off the charts!

016947

👍 2 😊 1 😃

Mattb 11:04 AM

Yes! Nothing but positive feedback so far thx for sharing Basia!

I sent a quick alignment follow up email to Chris to ensure we're all on same page.

I'm happy to jump on a call later anytime after 230p if we feel we need to align further, but hoping that helps clear up next steps from here to get this blacked scene to finish line

Tavit 11:10 AM

Sorry for the confusion Matt, your email cleared it up...

I'm happy that people are liking the trailer 😅. Someone wanted to know about the song used lol

Mattb 12:41 PM

Haha ya it all came together!! It was well worth it, so nice to see a positive response on this. We were concerned that because it was a GGG and BG is our usual on Vixen that it would get ripped apart.

Quite the opposite, everyone seems to be excited for a nice break from the norm

April 29th, 2021

Tavit 12:36 PM

Hey guys, added Chris's new intro into the blacked scene. Here is the link: https://f.io/opG_AL46 (edited)

Basia 6:33 PM

Thanks Tay! @Richie can we get Jack the raw footage so he can start figuring out some color options to send to Chris?

016948

Richie 7:13 PM

Sure

April 30th, 2021

Basia 11:10 AM

@Mattb does the scene need to go past Emilie? I remember you mentioned some potential issues with the It still has to go through QC right @Richie ?

I know Chris is itching to sit with Jack on color so want to get the picture locked sooner than later.

Richie 11:12 AM

it wasn't qc'd yet

Mattb 2:03 PM

No the intro with [REDACTED] has already gone past Emilie for approval 

May 3rd, 2021

Jack 1:18 PM

Hey, is the edit for the new blk vixen/eats video picture locked and qc'd?

Tavit 1:36 PM

I'm not sure... I haven't received the deliverables yet to even give you a Davinci project... (edited)

Jack 2:14 PM

ok, thanks Tav!

016949

Basia

 2:19 PM

Case 2:23-cv-04901-WLH-AGR

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May 3rd, 2021
Page ID#4904C

I sent a follow up email on that thread we're all on
waiting for responses

Mattb 8:33 PM

Hey saw that thread, so picture is locked on our end (Chris & I) for intro and all good to proceed on color.

I don't think it's necessary to have Mike review full scene as I initially stated as he has already approved the intro. So if it's good to go and approved by you we are good to lock it.

Just need Tav & Syd to sync up the final edit in premiere so jack has a final project file to work off of for final color if that hasn't happened yet.

We should be good to go from there

Basia

 8:56 PM

I think we still have to decide on final placement of Kenzie's name for the intro (if we even want that also?)
and confirm also if we are using the usual Blacked opening card

Then Tav can do a final export for QC

and if we're doing a "Directed by Halston" card or anything like that
for Vixen it was Vixen/Eats card in the beginning

Mattb 9:11 PM

Just followed up on that email thread so we're all in the loop.

I think it would be good to include name in the same ~~all caps~~ didot italic font we used for her promo materials on Vixen.
Give it something a little different but still on brand.

I think it would be good to include name in the same all caps didn't italic font we used for her promo materials on Vixen.
Give it something a little different but still on brand. May 3rd, 2021 ▾

KENZIE + DIRECTED BY HALSTON in this font would be great. I can send the font file over if you need it, Tav 

Wherever you feel is best for both works on my end @Tavit
(edited)

Basia 9:12 PM

Thanks Matt!

Mattb 9:12 PM

File from iOS ▾



016951

This one won't be an Eats collab so no need for any other logos or anything

Let me know if there's anything else I can do to help finalize 

Tavit 10:10 PM

@Mattb yes please, can you please send the font ?

also, If I include The BLACKED and Directed by Halston titles, there will be an awkward silent moment until the intro cut music kicks in... (edited)

Mattb 11:25 PM

Copy that. Not against adding the blacked logo on top of picture if that works anywhere.

Mattb 11:31 PM

<https://www.dropbox.com/s/t6p5te7duay59wo/TheanoDidot-Regular.ttf?dl=0>

May 4th, 2021

Tavit 10:34 AM

@here Hey guys, after putting the "Blacked logo" and "the directed by" title at the very start, it just looks off... I think its better if Sydney and Chris decide on how to tackle the titles (edited)

I don't want to create any discrepancies in the edit...

Mattb 10:36 AM

ok copy that, that is fine on my end. Ya, let's just send these assets over to them so Sydney can find placement for those.

I'll put together a quick dropbox folder with those assets ~~ots952~~

I'll put together a quick dropbox folder with those assets

Tavit 10:38 AM

do you need anything from me when it comes to assets?

I'll talk to Chris on the phone to better communicate the idea

Mattb 10:43 AM

<https://www.dropbox.com/sh/kqaj9qq105zmgrh/AAAia-FI1FpH8kAjPYufED0Fa?dl=0>

Here is everything that should be required for them to implement placement on their end.

Tavit 10:50 AM

perfect

Tavit 11:58 AM

Hey guys, so after talking with Chris on the phone

he asked me to simply do a version and send it to him really quickly... no need to pass it over to them

so I'll make a version and will keep you guys in the loop

I'll use ur files Matt to incorporate them in my scene

Mattb 12:06 PM

Copy, yes please send over to me here as well before you pass back to Chris and I can help approve or provide suggestions for adjustments on placement

Tavit 12:47 PM

Here is a 30 sec version of the title test (edited)

016953

~~May 05 2021~~~~Page ID #49081~~<https://f.io/ASf5pdFp>

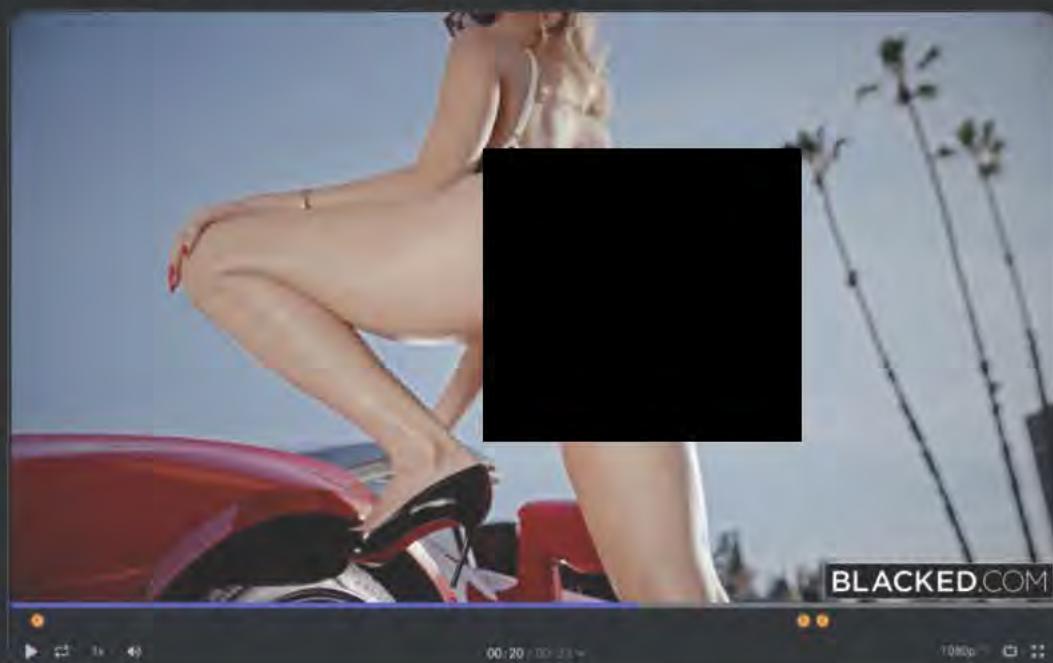
since I dont have Sydney's project files, I ended up just cutting the music from the export and made a quick intro section (edited)

what do you guys think? Originally, Chris wanted me to find a quick sting for the beginning, but nothing I did matched with his song... (edited)

Mattb 1:54 PM

Hey Tav, looks good. I would add Kenzie name first here at the top left where you have that negative space

Screen Shot 2021-05-04 at 1.52.57 PM.png ▾



And I like where the Directed by Halston comes in below the car

So it flows as Kenzie Anne > Directed by Halston. Right now it appears as Directed by Halston > Kenzie Anne

Tavit

1:59 PM

016954

soundsgood

Tavit

2:08 PM

Case 2:23-cv-04901-WLH-AGR

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did the changes, sent it off to Chris

now all I need is Sydney's project for the raw clips

I need it to start cutting the trailer as well

Tavit

2:22 PM

I only need her premiere project file

Tavit

2:48 PM

Chris gave his approval as well

Basia



6:02 PM

@Tavit do we need the music files as well? and any other sfx? (I doubt there are any) but want to make sure we ask her for everything in one swoop if we can.

Basia



6:16 PM

@Mattb any way we can find out if Chris has been vaccinated before we confirm him meeting with Jack in person?

Looks like Friday is the potential day for Chris to get with Jack. @Jack could you do a sit in session with Chris on Friday?

Mattb 6:21 PM

copy I will confirm vax status with Chris

If he is not vaccinated would a rapid test suffice?

Basia



6:24 PM

I guess? @Jack | would you be comfortable with that?

Mattb 6:26 PM

Page 271 of 857 _ Joint MSJ Appendix

016955

Mattb 6:26 PM

Chris is Vaxxed

He received his second vax over two weeks ago

just confirmed

Jack 5:30 PM

Hey, so I'm getting my 2nd shot on Thursday, not sure how I'm going to feel the next day, so I can't confirm Friday just now. I'll let you know Friday morning, but Monday would be a safer option.

Tavit | 6:38 PM

@Basia Yes, music files also please

May 5th, 2021

Basia 12:45 PM

@Jack Monday work for you and Chris to sit together?

Jack 1:04 PM

@Basia I think so, I'll shoot him an email

Tavit 1:49 PM

<https://www.dropbox.com/sh/yp0914krmmhalxo/AAC3grWI-vQUlgg9d6E4KcmFa?dl=0>

Sydney's files for deliverables

Tavit 1:58 PM

everything opened up and linked nicely

016956

Tavit

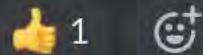
1:58 PM

everything opened up and linked nicely

Tavit

3:34 PM

Hey guys, so ill edit the trailer for Blacked Kenzie tomorrow. That way ill send Jack Trailer and Scene in the Davinci project for quicker delivery

**Tavit**

4:01 PM

sorry for all the info dump, but speaking with Chris about the trailer, he wants me to cut it to a [REDACTED] style.

He wants "Drive vibes"

so thats the direction im going, to just simply shorten the process...

<http://links.universalproductionmusic.com/wpv7qr>

universalproductionmusic.com

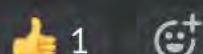
Cyberwave X-12

Retro Wave, Synthwave, Vaporwave, Outrun. Taking the classic 80's synth inspired soundtrack and new wave vibes and bringing them up to date with contemporary, hyped production value.

Mattb 9:17 PM

All good! Love this track select

Thx for bringing this all home [@Tavit](#)



016957

~~May 7th, 2021~~~~Page ID: E49121~~

Tavit 12:09 PM

Here you go guys, the first trailer cut

let me know what I can do to improve it before sending it to Chris

<https://f.io/dnzvPh61>

May 7th, 2021

Tavit 8:57 AM

@here just a reminder, the trailer is cut. Since this is urgent, can we please review so I can pass it on to Chris? Fyi, I need the trailer to be finalized, so that I can send Jack a final davinci project. Thank you guys

Basia 9:06 AM

@Mattb did you want to review first before sending to Chris?

Mattb 9:28 AM

Looks great, Tav.

All good to pass on to Chris.

Basia 9:30 AM

@Tavit would you mind sending to Chris?

Tavit 9:30 AM

yup, no problem

thanks guys

016958

Mattb 9:30 AM

Case 2:23-cv-04901-WLH-AGR

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May 7th, 2021
Page ID #49931

One quick note

This is Mike pulling up in the car so he wanted to minimize that over the shoulder shot as much as possible

Image from iOS ▾



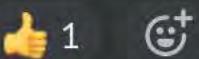
So I would cut this shot down before he pulls up this far

Keep it to where it is in the intro in terms of distance to walkway @Tavit

That's all, good to go over to Chris for any final notes on his end

Tavit 9:33 AM

sounds good, ill make the changes and send it over to Chris



Tavit 11:39 AM

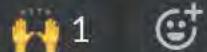
016959

Page 275 of 857 Joint MSJ Appendix
Chris approved this trailer Can Brittain Oc? Trailer: <https://f.io/kphoebz7> And scene: https://f.io/N16n_ivw?/edited

**Tavit**

11:39 AM

Chris approved this trailer. Can Brittain QC? Trailer: <https://f.io/kpbpebzZ> And scene: https://f.io/N16n_iyy? (edited)

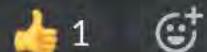
**Basia**

11:40 AM

nice!!

yep she can QC [@Richie](#)**Richie** 11:42 AM

Britt is on a plane right now going back home, I'll QC the trailer

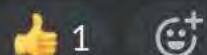
**Richie** 11:59 AM

@Tavit trailer QC done, 2 notes

Tavit

12:00 PM

thanks Richie



May 10th, 2021

Tavit

8:57 AM

Hey guys, Blacked Kenzie is all Qced and ready for Jack to color... Im doing the finishing touches in Davinci before I pass it on to him

016960

Sydney had a bunch of zooms in her edit, so I'm making sure that all of her shots have the exact zooms she

May 13, 2021

Page ID: 04915

I'll send the davinci project to Jack in a few hours



1



Mattb 9:21 AM

Copy, thx for the update Tav.

I heard from Chris that Jack and him confirmed coloring session for Tuesday.

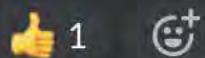
Let us know how it goes tmrw @Jack



Tavit 9:51 AM

perfect

he will get it tonight



1



May 13th, 2021

Richie 11:51 AM

@here is this approved? https://app.frame.io/player/f55426f1-ec02-41aa-9190-20b415156cad?email_id=08aed3b5-fb66-4f41-ad3c-1e50d50adeee&email_type=new-media

Basia 9:38 PM

@here so @Jack is going to make the adjustments to the trailer per Chris's notes that came through today, and @Jack please send Tav the file so Tav can export a final complete trailer for Chris to look at one last time with the color, picture, sound since we need that final trailer export for tomorrow.

016961

01/10/2021

Page ID #4916

Jack

10:06 PM

here is the final color master file: <https://app.frame.io/player/453cf0e8-2b41-4a0e-bfd0-23d517506fc4> (edited)

May 14th, 2021

Tavit

8:18 AM

Hey guys, here is the final trailer review link <https://f.io/OROC893K>

Basia

8:46 AM

Thank you guys, I'll send it to Chris this morning

Tavit

8:49 AM

Basia

I already sent it

and he said its good to go!

Should I upload it to DB right now?

Basia

9:00 AM

Oh ok!

Yes please 😊

Tavit

9:01 AM

awesome

May 19th, 2021

016962

Tony 10:54 AM

was added to #kenzieeats by Tavit

Tavit 2:13 PM

@here Here is the link to the final Scene for BLK KENZIE <https://f.io/4GWFJcVg>

I will send this to Chris right now

May 20th, 2021 ▾

Basia 5:30 PM

@Tony you can email Chris and just let him know that we are going to proceed with the final exports for BLK Kenzie this evening since we are down to the wire. Cc me and Matt on that. Here's his email chris@chrisapplebaum.com

@Richie maybe have Britt do a final QC pass on it?

 1 reply 3 years ago

Tony 5:32 PM

Yes. @Basia Just in time. I was just about to jump out the window after my slack convo with Josh. You saved my life! (edited)

Tony 5:50 PM

sent

1 😊

016963

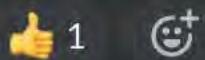
May 21st, 2021 ▾

Richie 8:57 AM

@Tony has Chris replied back? Tav will go ahead and export the 25wm, we can no longer wait for him

Tony 8:57 AM

@Richie he hasn't. We should move forward as planned. Thank you for checking.



Tavit 9:26 AM

Hey everyone, Chris commented 9 mins ago and gave the green light. He said it looks good to him!

Richie 9:26 AM

Ah thank goodness

July 22nd, 2021

Basia 11:59 AM

archived #kenzieeats. The contents will still be browsable and available in search.

016964

Tuesday, July 9th

EXHIBIT 13

CONFIDENTIAL

Page ID#4920

Kenzieland > Shooting Schedules v5

SCENE	I/E	SCENE SETTING		D/N	CAST ID	SHOOT LOCATION	PAGES	EST. (H)	START TIME
LOAD IN								2	-
9	EXT	TENNIS COURT Kenzie grabs THE COACH and pulls him messily behind the...		DAY	1, 7, 11,	📍 Decker Canyon	7/8	0.5	-
14	EXT	TENNIS COURT Kenzie pushes The Coach back behind the bleachers, devouring him.		DAY	1, 7,	📍 Decker Canyon	2/8	0.5	-
STILLS: HC								0.5	-
14X	EXT	TENNIS COURT BGA to finish.		DAY	1, 7,	📍 Decker Canyon	1/8	1.5	-
RESET HMU								0.75	-
3	EXT	TENNIS COURT Close up shot of Kenzie tightening a HIGH PONYTAIL like it's abou...		DAY	1, 8,	📍 Decker Canyon	5/8	0.5	-
6	EXT	TENNIS COURT Kenzie smashes the final shot on a tennis game in a perfect retur...		DAY	1, 7, 11,	📍 Decker Canyon	4/8	0.5	-
RESET // PROMO // VEHICLE PLACEMENT								1	-
STILLS: Pretty Girls								0.75	-
5	EXT	CAR WASH Kenzie's ass in a RED BIKINI with suds running down her legs swin...		DAY	1, 3, 4,	📍 Decker Canyon	3/8	1	-
8	EXT	CAR WASH Kenzie looks up from the car she's washing and sees there are no ...		DAY	1, 3, 4, 9, 10, 11,	📍 Decker Canyon	4/8	1	-
12	EXT	CAR WASH Kenzie squats in a doggy position with her ass against the soapy ...		DAY	1, 3, 4, 9, 10, 11,	📍 Decker Canyon	4/8	1	-
RESET // PROMO								1	-
2nd MEAL - Working								#	-
36	EXT	BLACK TIE OUTDOOR THING Close up of Kenzie's hip as she passes Manuel. He's holding a DRI...		NIGHT	1, 2,	📍 Decker Canyon	3/8	1.5	-
LOAD OUT								1	-
End of Day 1 of 7 — D1 — Total Pages: 4 1/8 pgs — Est. Time: 15.00h — Thu, Jun 9, 2022									
38	INT	MAIN KENZIE ROOM Kenzie looks at him, again with the cute little pout.		NIGHT	1, 2,	📍 TBD HUNGARIANS	1 0/0	0.5	-
STILLS: HC								#	-
38X	INT	MAIN KENZIE ROOM Sweaty, animalistic BGA to finish		NIGHT	1, 2,	📍 TBD HUNGARIANS	2/8	1.5	-
39	INT	MAIN KENZIE ROOM At the end, she walks forward to grab the blue panties that are i...		NIGHT	1, 2, 3, 4,	📍 TBD HUNGARIANS	2 3/8	0.5	-
LUNCH // HMU ReSet								1	-
STILLS: Pretty Girls // Promo								1	-
2	INT	MAIN KENZIE ROOM KENZIELAND		NIGHT	1, 2,	📍 TBD HUNGARIANS	2 0/0	1.5	-
10	INT	MAIN KENZIE ROOM Kenzie looks upset that her story is being interrupted.		NIGHT	1, 2,	📍 TBD HUNGARIANS	7/8	0.5	-
13	INT	MAIN KENZIE ROOM Manuel is gaining some respect for her.		NIGHT	1, 2,	📍 TBD HUNGARIANS	2/8	0.5	-
16	INT	MAIN KENZIE ROOM		NIGHT	1, 2,	📍 TBD HUNGARIANS	3/8	0.5	-
22	INT	MAIN KENZIE ROOM		NIGHT	1, 2,	📍 TBD HUNGARIANS	3/8	0.5	-
24	INT	MAIN KENZIE ROOM Kenzie is annoyed at being interrupted again.		NIGHT	1, 2,	📍 TBD HUNGARIANS	3/8	0.5	-

016648

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Page ID#4921

30	INT	MAIN KENZIE ROOM	NIGHT	1, 2,	📍 TBD HUNGARIANS	2/8	0.5	-
33	INT	MAIN KENZIE ROOM Kenzie stands up, she's frustrated now.	NIGHT	1, 2,	📍 TBD HUNGARIANS	4/8	0.5	-
35	INT	MAIN KENZIE ROOM Kenzie eyes Isiah.	NIGHT	1, 2,	📍 TBD HUNGARIANS	3/8	0.5	-
VO RECORD: Full Script								
37	EXT	STREET Sin city style car shot through the windshield as Kenzie looks ah...	NIGHT	1, 2,	📍 THE HUNGARIANS	2/8	1	-
End of Day 2 of 7 — Kenzie's Room — Total Pages: 9 2/8 pgs — Est. Time: 12.00h — Sat, Jun 11, 2022								
18	INT	NIGHTCLUB Kenzie, Riley, and Kenna dance wildly (slow motion/speed ramped s...	NIGHT	1, 3, 4, 5,	📍 THE HUNGARIANS	6/8	1.5	-
STILLS: Pretty Girls								
LUNCH [Release Club Extras]								
19	INT	PRIVATE ROOM Kenzie, Isiah, Kenna, and Riley throw back a RED VELVET ROPE to i...	NIGHT	1, 3, 4, 5, 6,	📍 THE HUNGARIANS	3/8	0.5	-
20	EXT	PRIVATE ROOM Kenna steps outside the curtains and stands guard with arms cross...	NIGHT	3, 6,	📍 THE HUNGARIANS	2/8	0.5	-
STILLS: HC								
20X	INT	PRIVATE ROOM BGGA to finish Riley/ALEX/Kenzie	NIGHT	1, 3, 4, 5,	📍 THE HUNGARIANS	1/8	2	-
End of Day 3 of 7 — Da Club — Total Pages: 1 4/8 pgs — Est. Time: 6.75h — Tue, Jun 14, 2022								
5A	INT	SCHOOL BATHROOM Camera floats in a semi circle around Kenzie, Kenna, and Riley as...	DAY	1, 3, 4, 9, 10, 11,	📍 THE HUNGARIANS	5/8	1.5	-
STILLS: Pretty Girls								
7	INT	CLASSROOM Kenzie looks down at her TEST, then looks at the girl in the desk...	DAY	1, 3, 4, 9, 10, 11, 15,	📍 THE HUNGARIANS	4/8	0.5	-
4	INT	CLASSROOM Test with CIRCLED GRADE lands on Kenzie's desk (94%) and then the...	DAY	1, 4, 5, 9, 10, 11, 15,	📍 THE HUNGARIANS	2/8	0.5	-
11	INT	CLASSROOM Shot from the hall through the classroom door as Kenzie watches s...	DAY	1, 3, 4, 9, 10, 11, 15,	📍 THE HUNGARIANS	2/8	0.5	-
LUNCH								
17	EXT	NIGHTCLUB Kenzie pulls into frame and we shoot through the passenger's side...	NIGHT	1, 3, 4,	📍 THE HUNGARIANS	2/8	3	-
End of Day 4 of 7 — Total Pages: 1 7/8 pgs — Est. Time: 8.00h — Thu, Jun 16, 2022								
34	EXT	MICROPHONE BEAUTIFUL BLONDE MODEL (Gabbie Carter) cries into the microphone ...	DAY	1, 14,	📍 THE HUNGARIANS	2/8	1	-
29	INT	ABSTRACT TURNTABLE Kenzie spins in and out of a pool of light, posture and expressio...	DAY	1,	📍 THE HUNGARIANS	1 2/8	3	-
31	INT	STAGE/ABSTRACT AREA Kenzie wears a PINK LATEX inspired version of famous Marilyn Mon...	DAY	1, 5, 12, 13,	📍 THE HUNGARIANS	6/8	4	-
End of Day 5 of 7 — H3 - Dialogue Only — Total Pages: 2 2/8 pgs — Est. Time: 8.00h — Fri, Jun 17, 2022								
32	INT	HOTEL ROOM Kenzie lands on the bed and we reverse to the two suited guys she...	DAY	1, 12, 13,	📍 MULTIVIEW	2/8	1	-
STILLS: HC								
32X	INT	HOTEL ROOM BBGA to finish	DAY	1, 12, 13,	📍 MULTIVIEW	2/8	3	-
LUNCH								

016649

~~CONFIDENTIAL~~

ReSet HMU

STILLS: Pretty Girls

0.75

0.75

25	INT	GYM Kenzie does some sort of super butt centric lunge or squat.	DAY	1,	📍 MULTIVIEW	2/8	1	-
26	INT	KITCHEN Kenzie presses the power button on a BLENDER that screeches and s...	DAY	1,	📍 MULTIVIEW	2/8	1	-
End of Day 6 of 7 MV1 Total Pages: 1 0/0 pgs Est. Time: 9.25h Tue, Jun 21, 2022								
27	INT	BED Alarm goes off and Kenzie slams it and sits up but it's painful.	MORNING	1,	📍 MULTIVIEW	2/8	1	-
ReSet HMU 0.5								
15	INT	KENZIE'S OLD BEDROOM Kenzie and Riley and Kenna are all lined up in bed (example shot)...	MORNING	1, 3, 4,	📍 MULTIVIEW	5/8	1	-
21	INT	DRESSING ROOM Kenzie is done up like Marilyn Monroe and sits in a STUDIO CHAIR ...	DAY	1, 5,	📍 MULTIVIEW	4/8	1	-
23	INT	DRESSING ROOM	DAY	1, 5,	📍 MULTIVIEW	5/8	1	-
28	INT	DRESSING ROOM Shot of Kenzie's name written on a STARBUCKS TYPE CUP pulls out t...	DAY	1,	📍 MULTIVIEW	3/8	1	-
End of Day 7 of 7 MV2 Dialogue Only Total Pages: 2 3/8 pgs Est. Time: 5.50h Wed, Jun 22, 2022								

016650

EXHIBIT 14

BLACKED.COM

BLACK & WHITE

VOL. 19

BLACKED.com shows how opposites attract in another boundary-breaking edition of *BLACK & WHITE*. This series brings revolutionary interracial action to those who like a little contrast in the bedroom. Featured cover girl Kenzie Anne prefers her men the way she likes her cars: with speed, muscle, and endurance. When this in-demand darling gets a spare minute, she spends it with a man she can count on to get her heart rate accelerating. Jane Rogers, Avi Love, and Adira Allure also dip their lips into their deepest desires. Scandalous stories, pulse-pounding performances, and high-class production values only BLACKED.com can deliver are waiting for you. Sit back, get comfortable, and get on board with *BLACK & WHITE*.

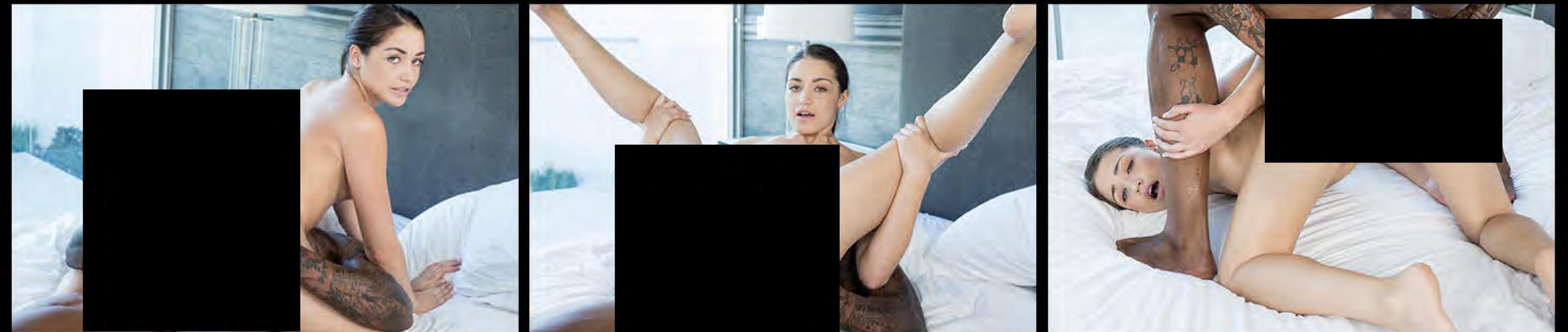
KENZIE ANNE & JAX SLAYHER / DIRECTED BY HALSTON



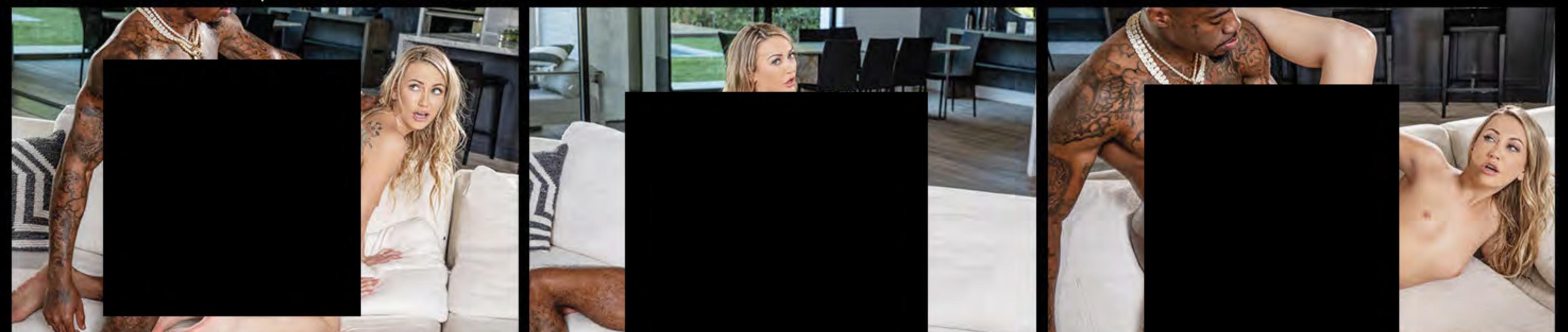
JANE ROGERS & ANTON HARDEN / DIRECTED BY LAURENT SKY



AVI LOVE & JASON LUV / DIRECTED BY LAURENT SKY



ADIRA ALLURE & PRESSURE / DIRECTED BY LAURENT SKY



RUNTIME 2 HRS 43 MINS • MULTIPLE CHAPTERS • PHOTO GALL

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REGIONAL CODING

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VOL.
19

BK192

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BLACKED

VOL 19



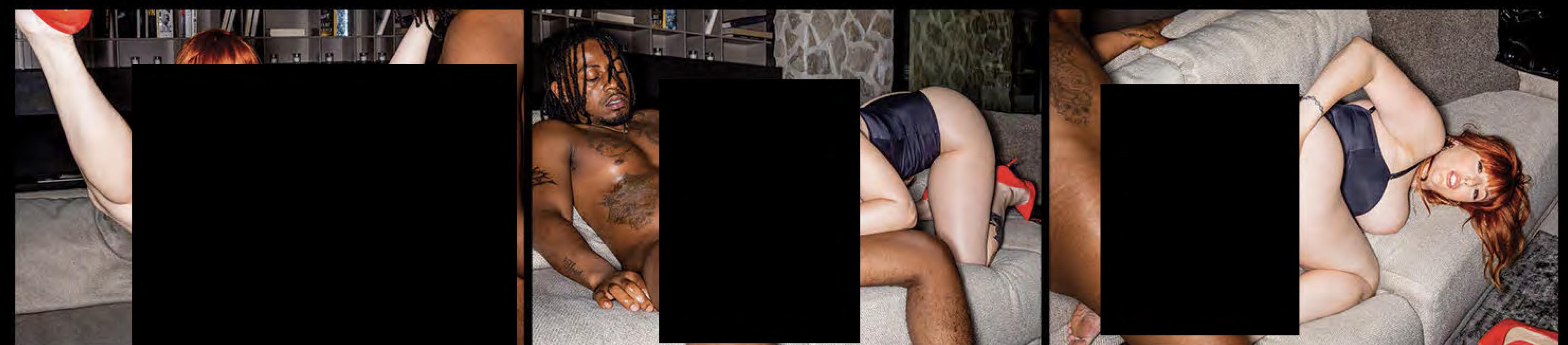
BLACKED RAW

V46

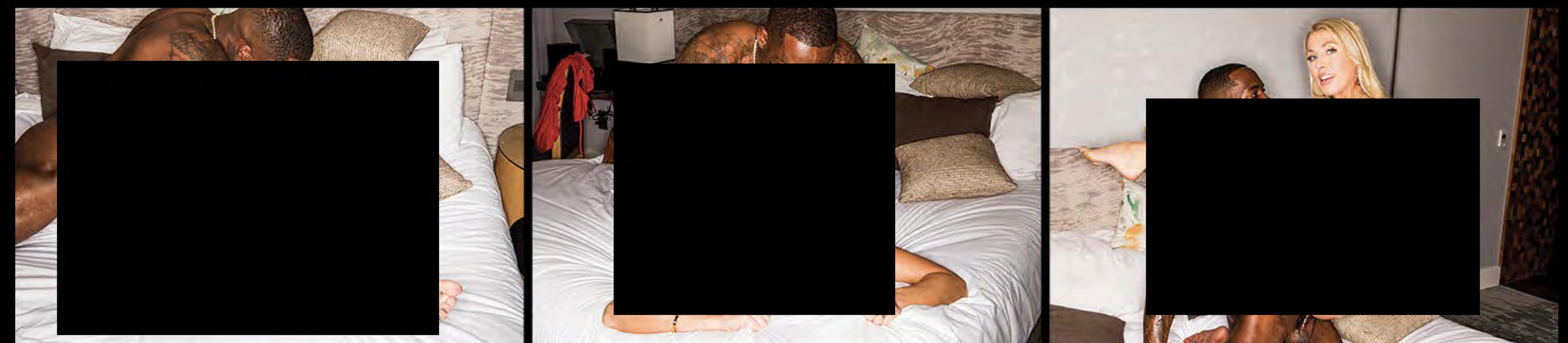
BLACKED.com is proud to present "BLACKED RAW". BLACKED RAW is here to embrace new cultures, passionate sex and real women. No photoshop here, everything you see is 100% real. See more at BLACKEDRAW.com.



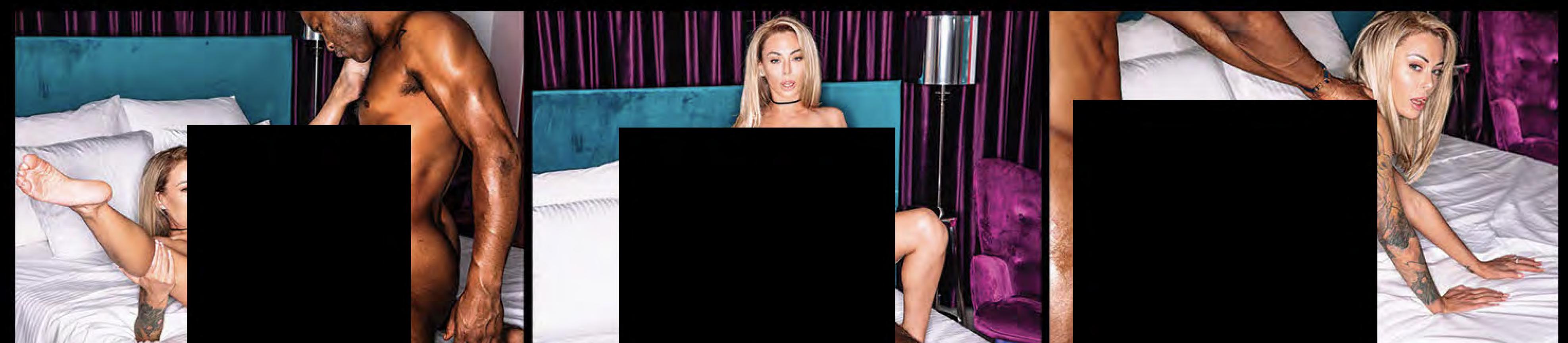
Kenzie Ann / Directed by Derek Dozer



Lauren Phillips & Sly Diggler / Directed by Derek Dozer



Holly Hotwife & Pressure / Directed by Derek Dozer



Isabelle Delure & Darren Deeps / Directed by Alex Eikster

RUNTIME 2 HRS 32 MINS • MULTIPLE CHAPTERS • PHOTO GALLERY • POP SHOT RECAP • NO REGIONAL CODING

@BLACKEDRAW

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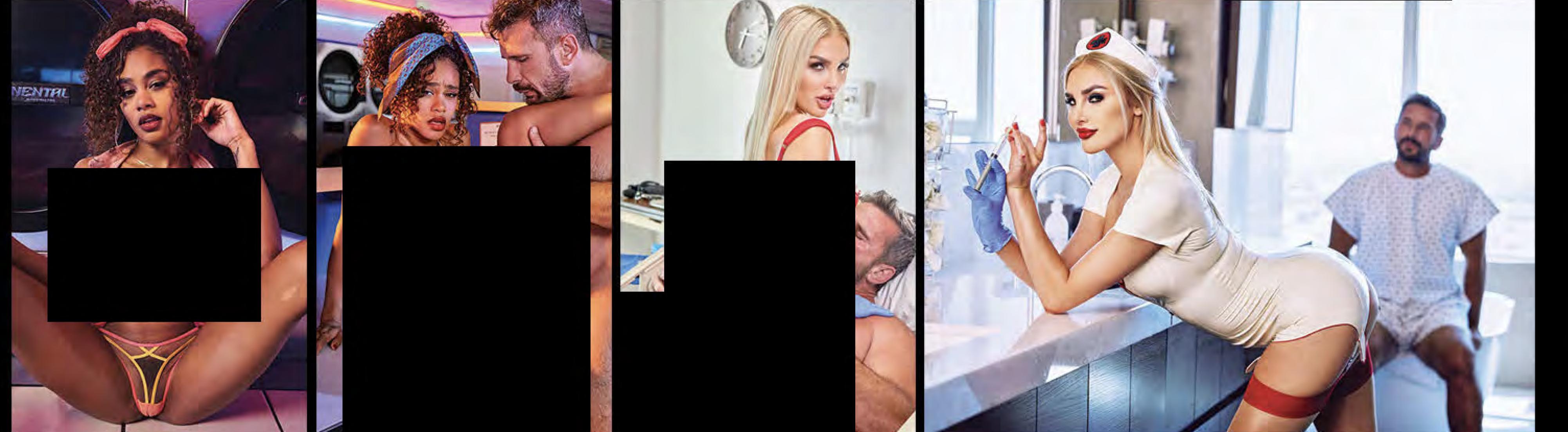
BLACKED RAW



V46



In its third installment of the critically acclaimed series *If It Feels Good*, Deeper delivers more perfectly crafted vignettes rife with tales of sexual transaction, domination, and manipulation and all connected by the same impulsive and hedonistic thread. Featuring an A-List cast that includes Performers of the Year Angela White and Emily Willis, Best New Starlet Scarlit Scandal, and the year's most breakout new talent, Kenzie Anne. Directed by reigning three-time Director of the Year Kayden Kross.



DEEPER.COM PRES
STARRING SCARLIT SCANDAL ... WILLIS ANGELA WHITE KENZIE ANNE
MANUEL FERRARA OLIVER FLYNN MICK BLUE
DIRECTED BY KAYDEN KROSS

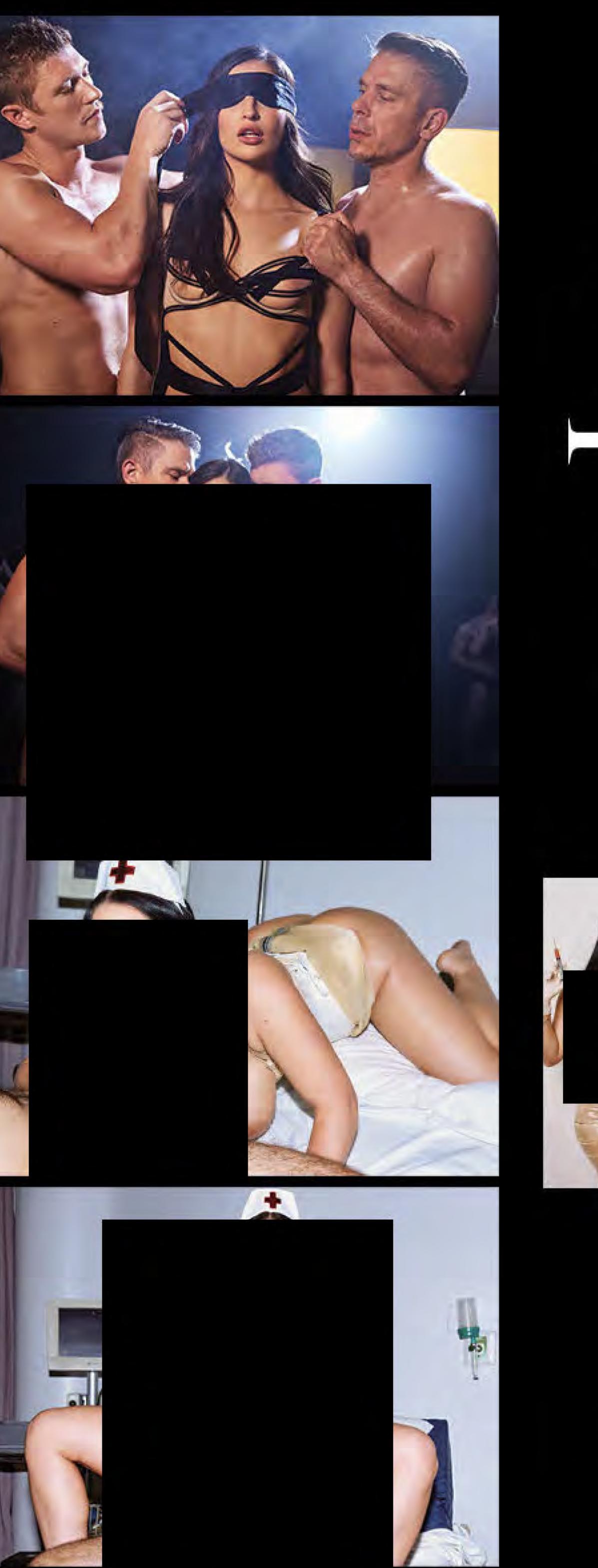
RUNTIME 2 HRS 31 MINS • MULTIPLE CHAPTERS • PHOTO GALLERY • POP SHOT RECAP • NO REGIONAL CODING • 16X9 ANAMORPHIC WIDESCREEN

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IF IT FEELS GOOD VOL.3

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Deeper.

IF IT FEELS GOOD

VOL. 3

DEEP135



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Deeper.



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MILF VOL. 3

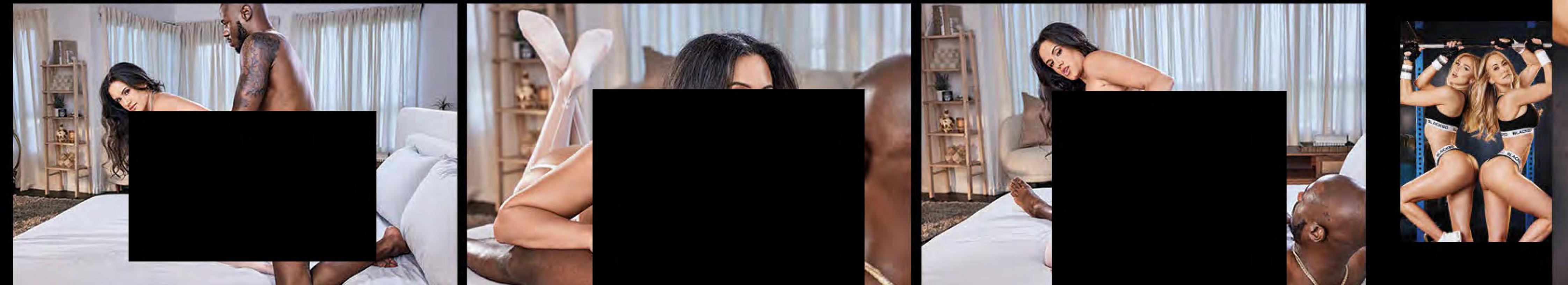
BLACKED.com is back with another edition of *MILF*. This series is for the true connoisseur of the mature. Featured cover girls Brandi Love and Kenzie Anne have toned up bodies built for one thing: swinging. These gym bunnies are ready to work up a sweat swapping partners. Penny Barber, Britney Amber, and Ava Koxxx are all inside waiting to show you a thing or two. Bedtime stories for grownups, untouched production values, and sexy, seasoned women: BLACKED.com thinks you're ready to get yourself a *MILF*.

BRANDI LOVE & KENZIE ANNE & RICHARD MANN & MAZEE / DIRECTED BY LAURENT SKY



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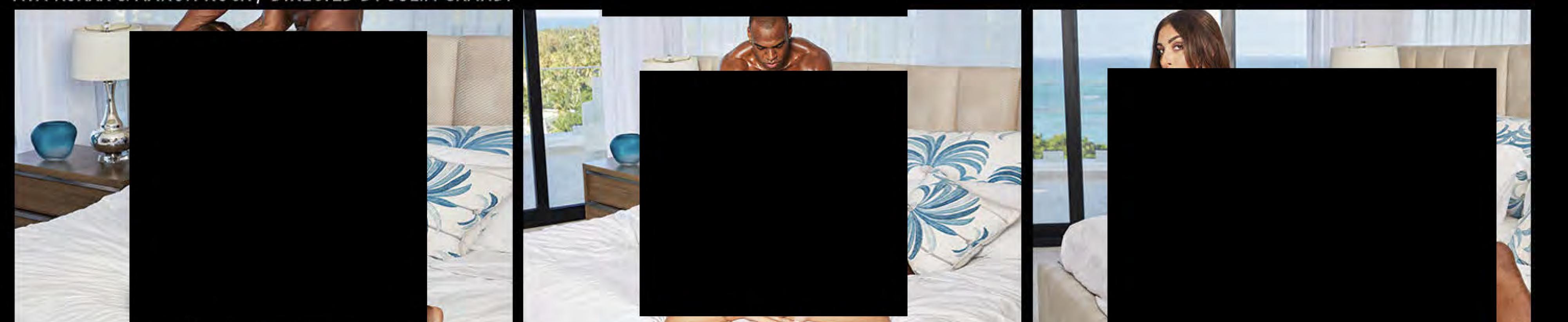
PENNY BARBER & ANTON HARDEN / DIRECTED BY DEREK DOZER



BRITNEY AMBER & PRESSURE / DIRECTED BY DEREK DOZER



AVA KOXXX & AARON ROCK / DIRECTED BY JULIA GRANDI



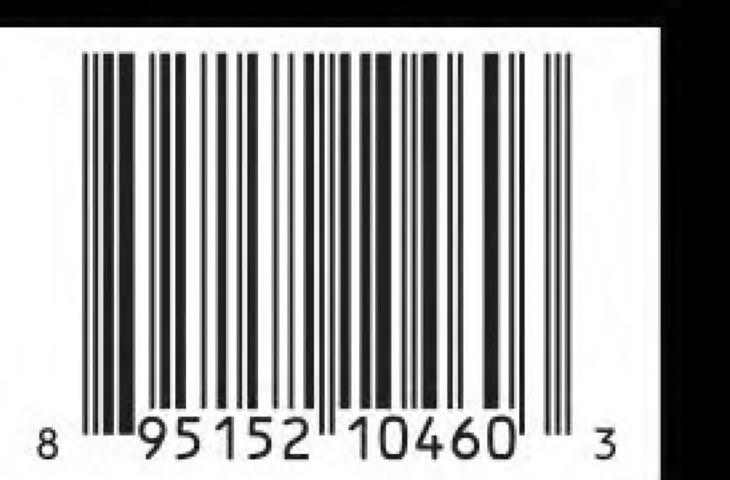
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VOL.
3

BK219

006285

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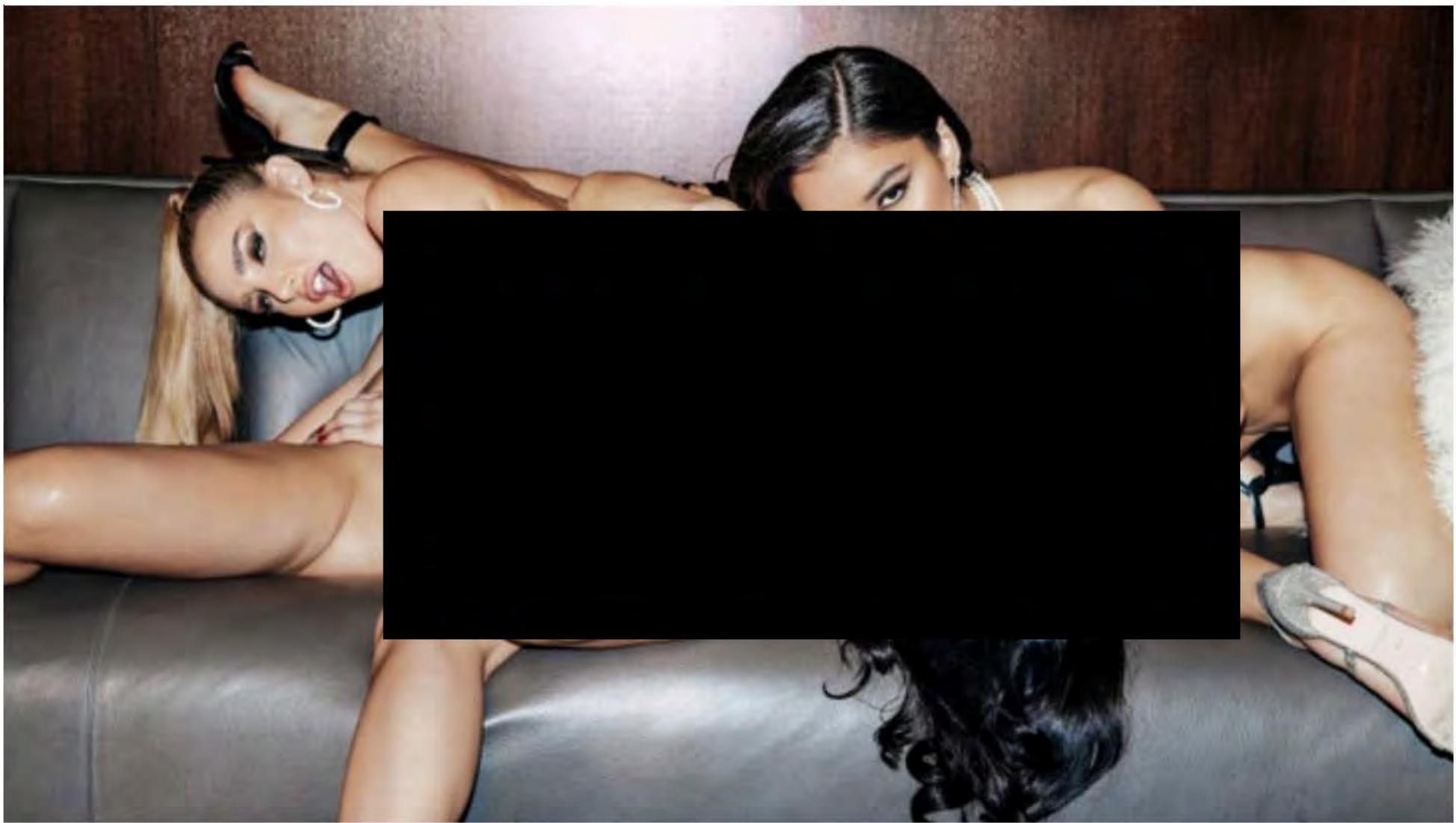


EXHIBIT 15

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TUSHY | TUSHYRAW | BLACKED | BLACKEDRAW | DEEPER | SLAYED | MILFY

9+



Breaking Through

KENZIE ANNE, EMILY WILLIS & ALINA LOPEZ

NEW ★ RATING 9.0

FAVORITE

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INFO



Looking For Trouble

KENZIE ANNE, RICHARD MANN & SLY DIGGLER



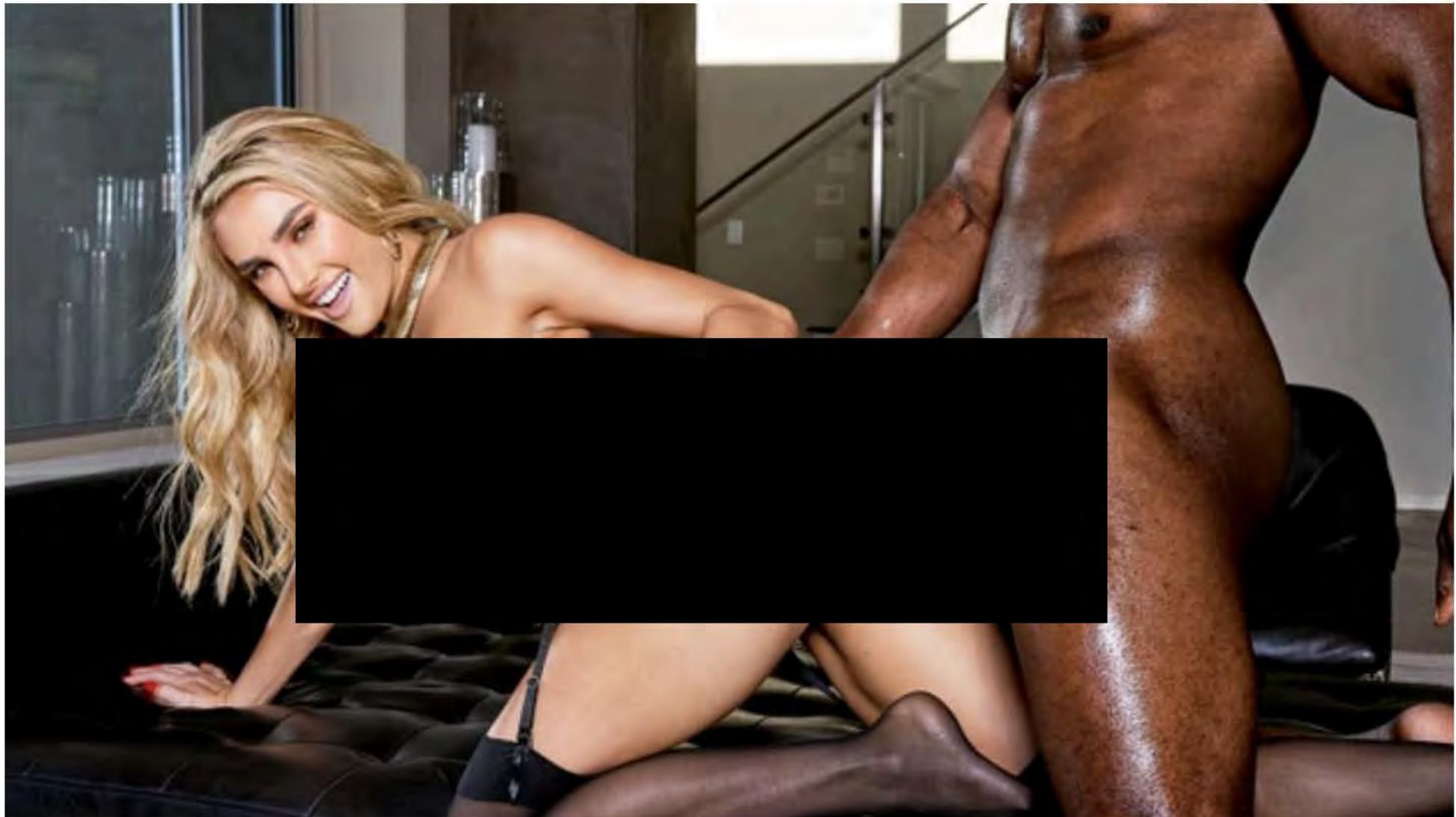
NEW  RATING 9.2

 FAVORITE

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WATCH TRAILER | +INFO

Page 292 of 857 _ Joint MSJ Appendix

**This Is Not A Drill**

KENZIE ANNE & JAX SLAYHER

NEW ★ RATING 9.4

FAVORITE

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INFO

CATEGORIES:

PUSSY LICKING, SPOONING, BLONDE, BIG TITS, LINGERIE, RIDING, SPANKING, REVERSE COWGIRL, DEEP THROAT, CREampie, RIMMING, FINGERING, BLOWJOB, PIERCING, SUSPENDERS, THE HANGING GARDEN, MISSIONARY, STANDING DOGGYSTYLE, BALL SUCKING, HIGH HEELS, SHAVED

DIRECTED BY: Halsey

~~CONFIDENTIAL~~

VIXEN

TUSHY

TUSHYRAW

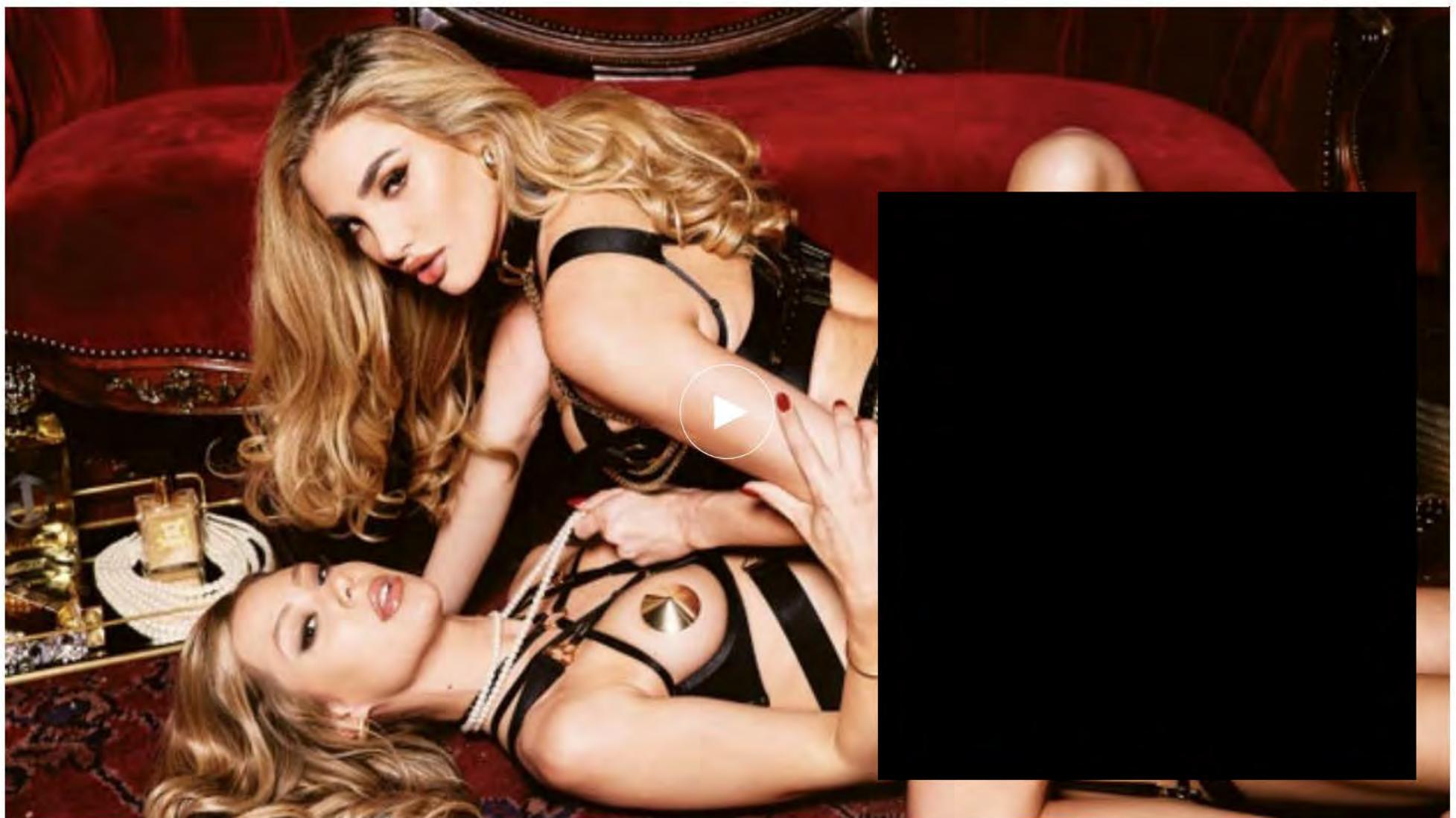
BLACKED

BLACKEDDRAW

DEEPER

MILFY

6.



Defiance

KENZIE ANNE & AVERY CRISTY

NEW ★ RATING 9.4

FAVORITE

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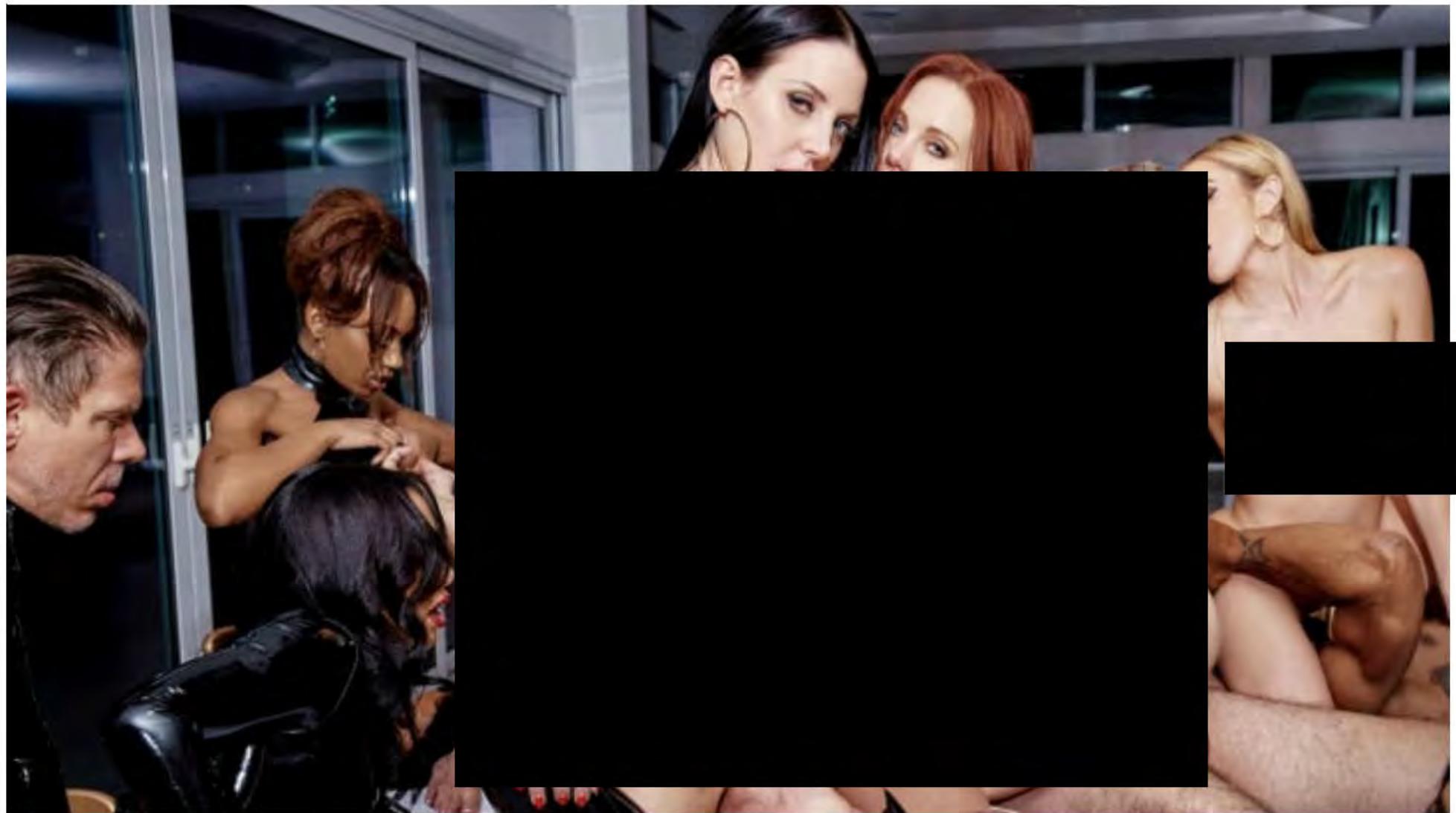
INFO

CATEGORIES:

BLONDE, TOY, LINGERIE, SQUIRTING, KISSING, NATURAL TITS, PUSSY LICKING, FINGERING, HIGH HEELS, STOCKINGS, SUSPENDERS, MASTURBATION, FACE SITTING

DIRECTED BY: Lauren Sky

9



Sex Without Love

KENZIE ANNE, LACEY LONDON, JESSIE SAINT, MORGAN LEE, MAITLAND WARD, SEPTEMBER REIGN, ANGELA WHITE, KENNA JAMES, MICK BLUE, OLIVER FLYNN, MANUEL FERRARA & MAZEE

NEW**RATING 8.8**

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VIXEN

TUSHY

TUSHYRAW

BLACKED

BLACKEDDRAW

DEEPER

MILFY

6

**Primal Heat**

AZUL HERMOSA & KENZIE ANNE

NEW ★ RATING 8.8

FAVORITE

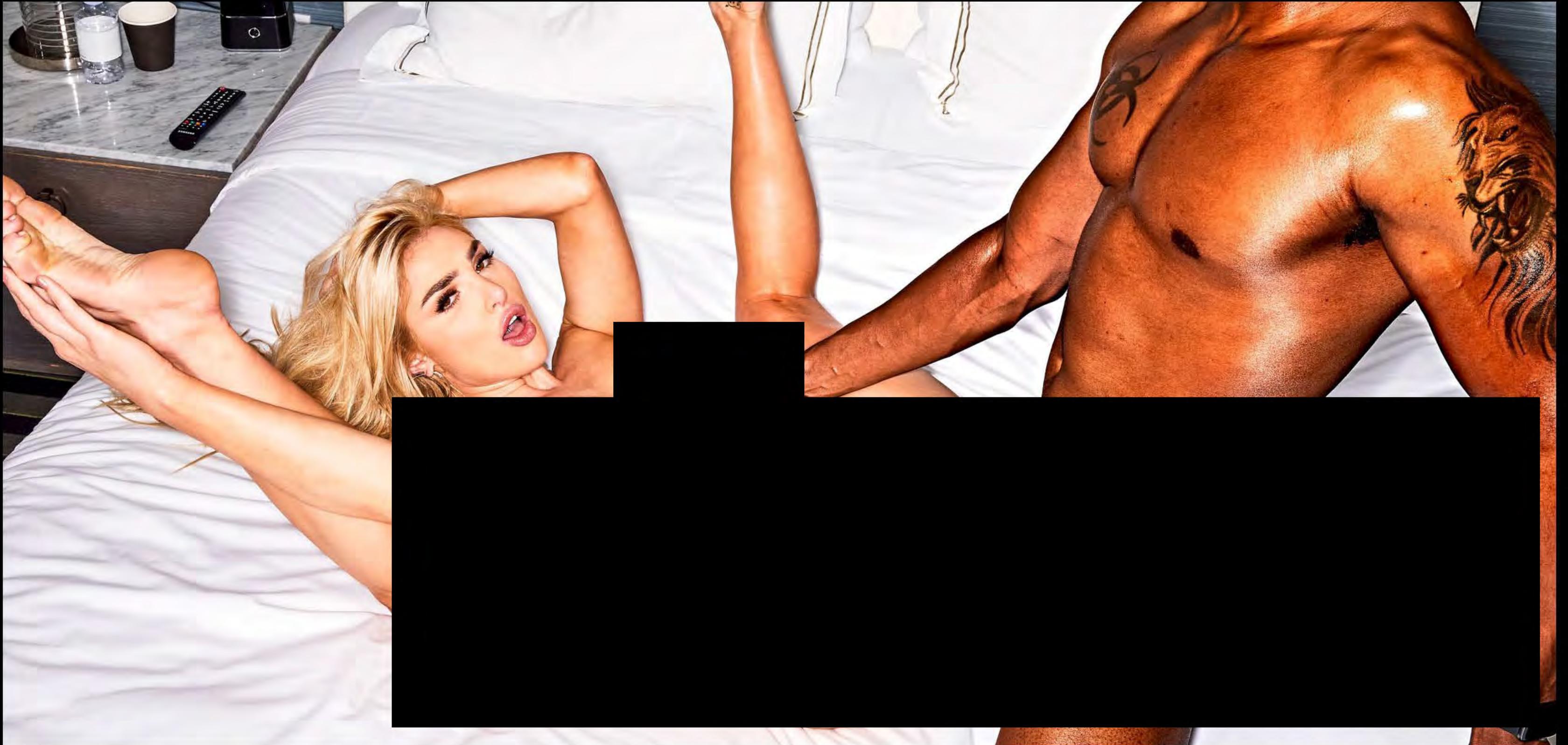
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INFO

CATEGORIES

BLONDE, TOY, LINGERIE, SQUIRTING, KISSING, PUSSY LICKING, FINGERING, DILDO, STOCKINGS, SUSPENDERS, 69, TATTOO, PIERCING, FACE SITTING

DIRECTED BY: LAUREN SKY



Absolute Dime

KENZIE ANNE & ISIAH MAXWELL

[WATCH TRAILER](#) | [+ INFO](#)

NEW

★ RATING 9.2

♥ FAVORITE

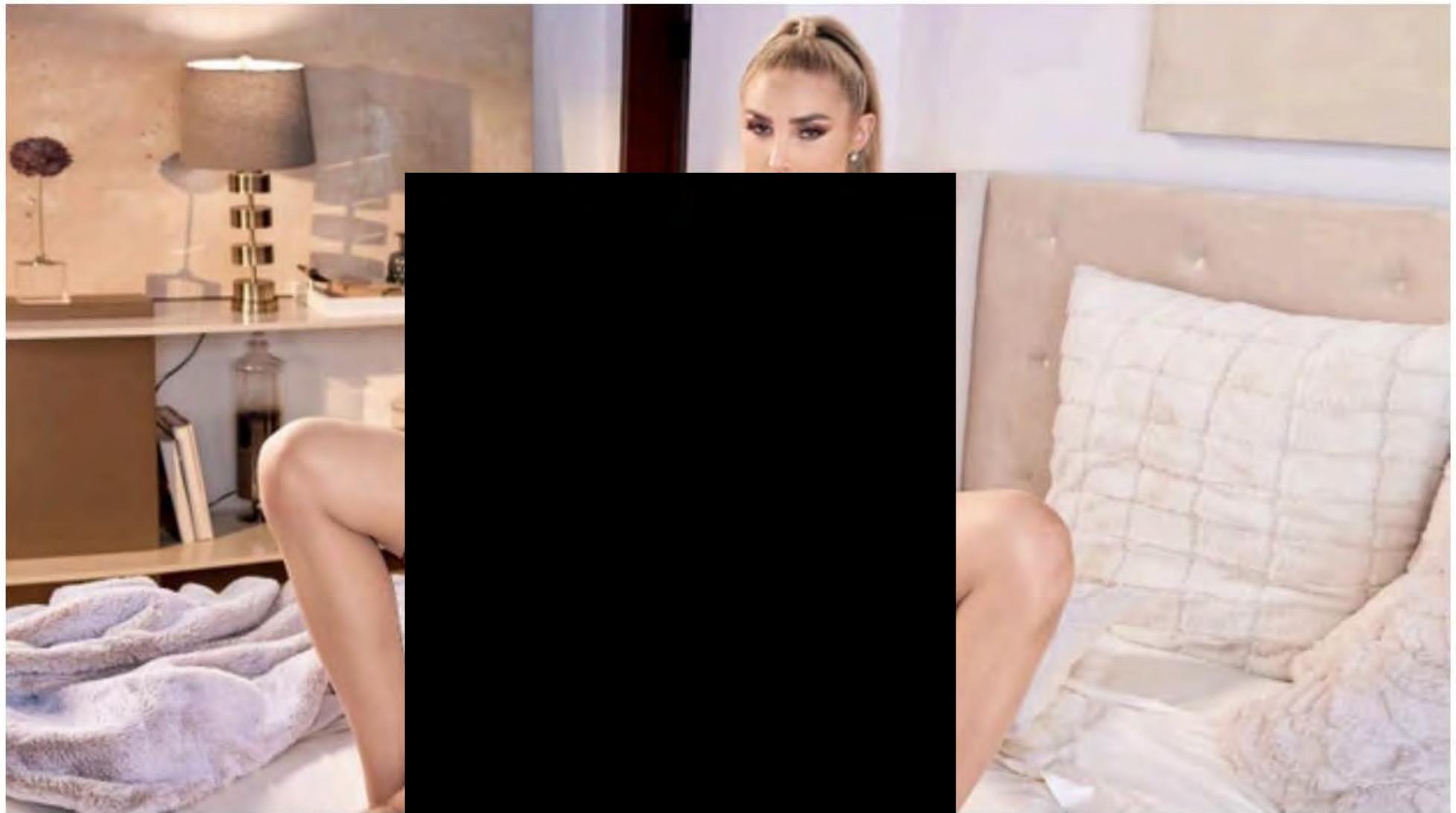
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TUSHY | TUSHYRAW | BLACKED | BLACKEDDRAW | DEEPER | SLAYED | MILFY

9+



Should I Stay

KENZIE ANNE & MICK BLUE

NEW ★ RATING 9.3

FAVORITE

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8/5/24, 2:29 PM

Case 2:23-cv-04901-WLH-AGR

Document 133-3 Filed 01/10/25 Page 299 of 317

Should I Stay: VIXEN

CONFIDENTIAL

VIXEN PLUS

TUSHY | TUSHYRAW | BLACKED | BLACKEDRAW | DEEPER | SLAYED | MILFY

9+



Should I Stay

KENZIE ANNE & MICK BLUE

NEW ★ RATING 9.3

FAVORITE

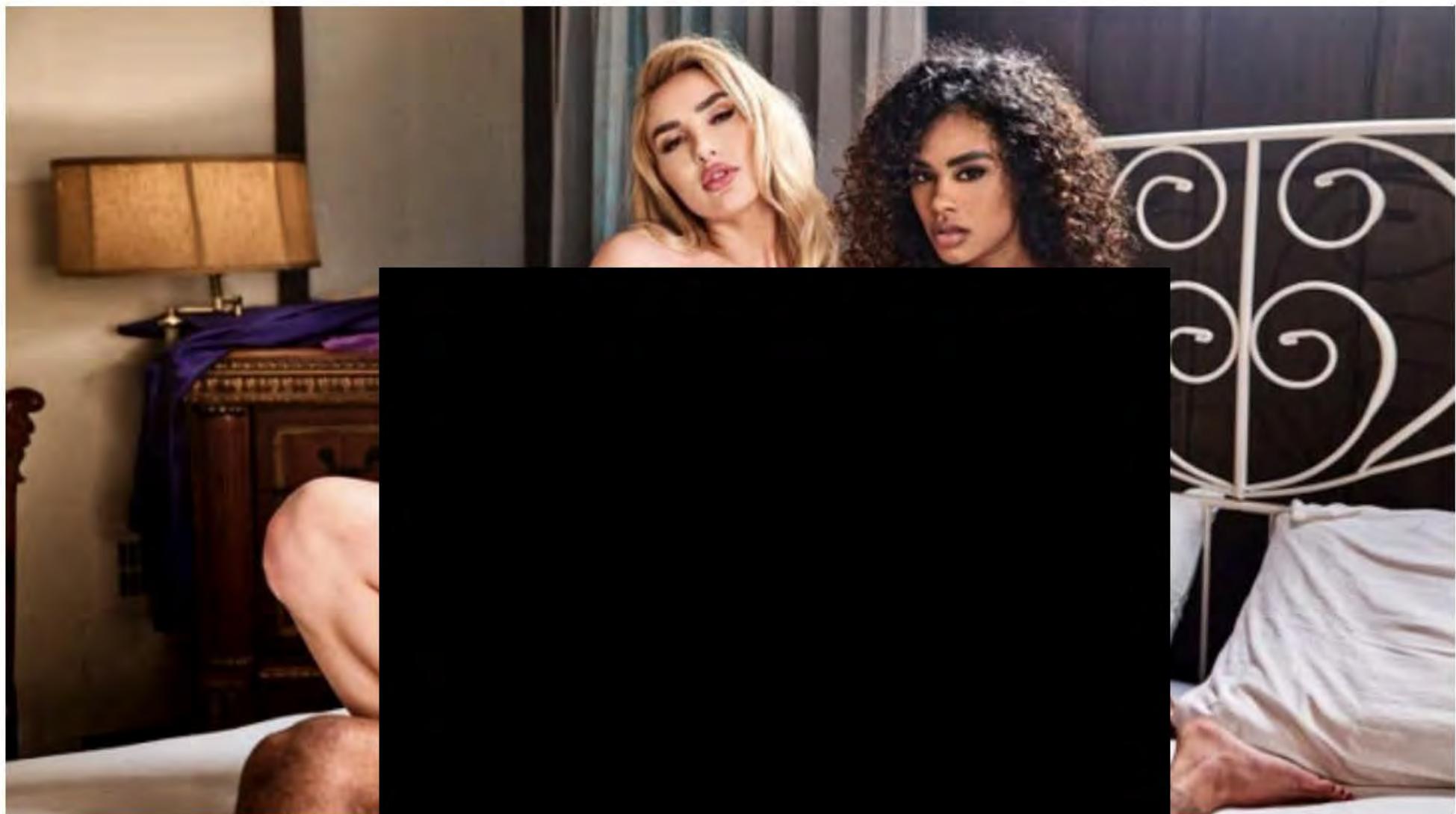
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VIXEN | TUSHY | TUSHYRAW | BLACKED | BLACKEDDRAW | SLAYED | MILFY

9



Tailor Made

SCARLIT SCANDAL, KENZIE ANNE & TROY FRANCISCO

NEW ★ RATING 9.2

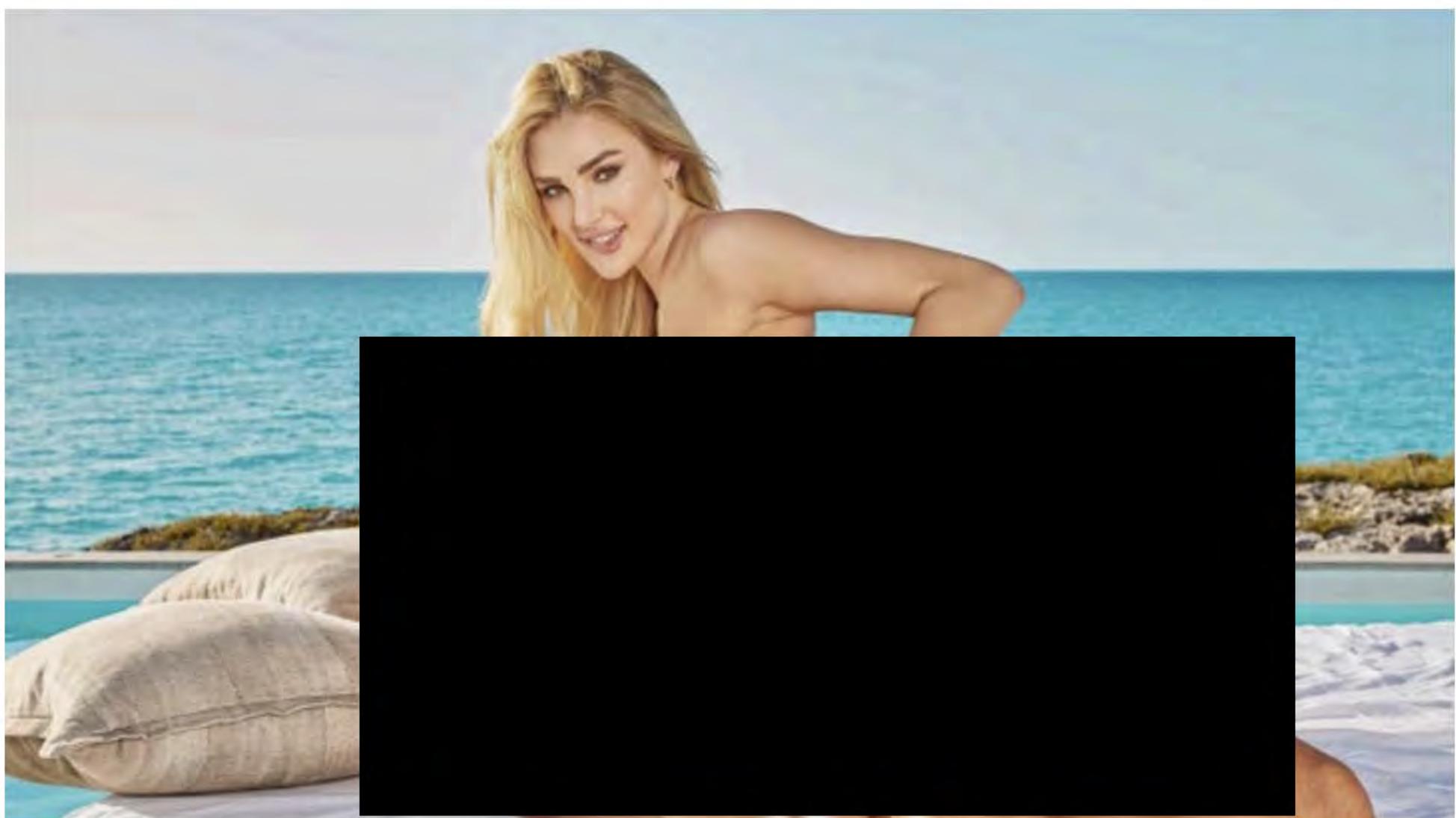
FAVORITE

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INFO

CATEGORIES:

BLONDE, BRUNETTE, FFH, JOI, FISHJOB, MISSIONARY, PISSED, JACKING, THREESOME, DEEPTHROAT, FACIAL, SMALL TITS, REVERSE COWGIRL, RIDING, SPOONING, BONDAGE, FACESITTING, BLIND FOLD, CUM SWAPPING, INTERRACIAL



Heiress

KENZIE ANNE & CHRISTIAN CLAY

NEW ★ RATING 9.3

FAVORITE

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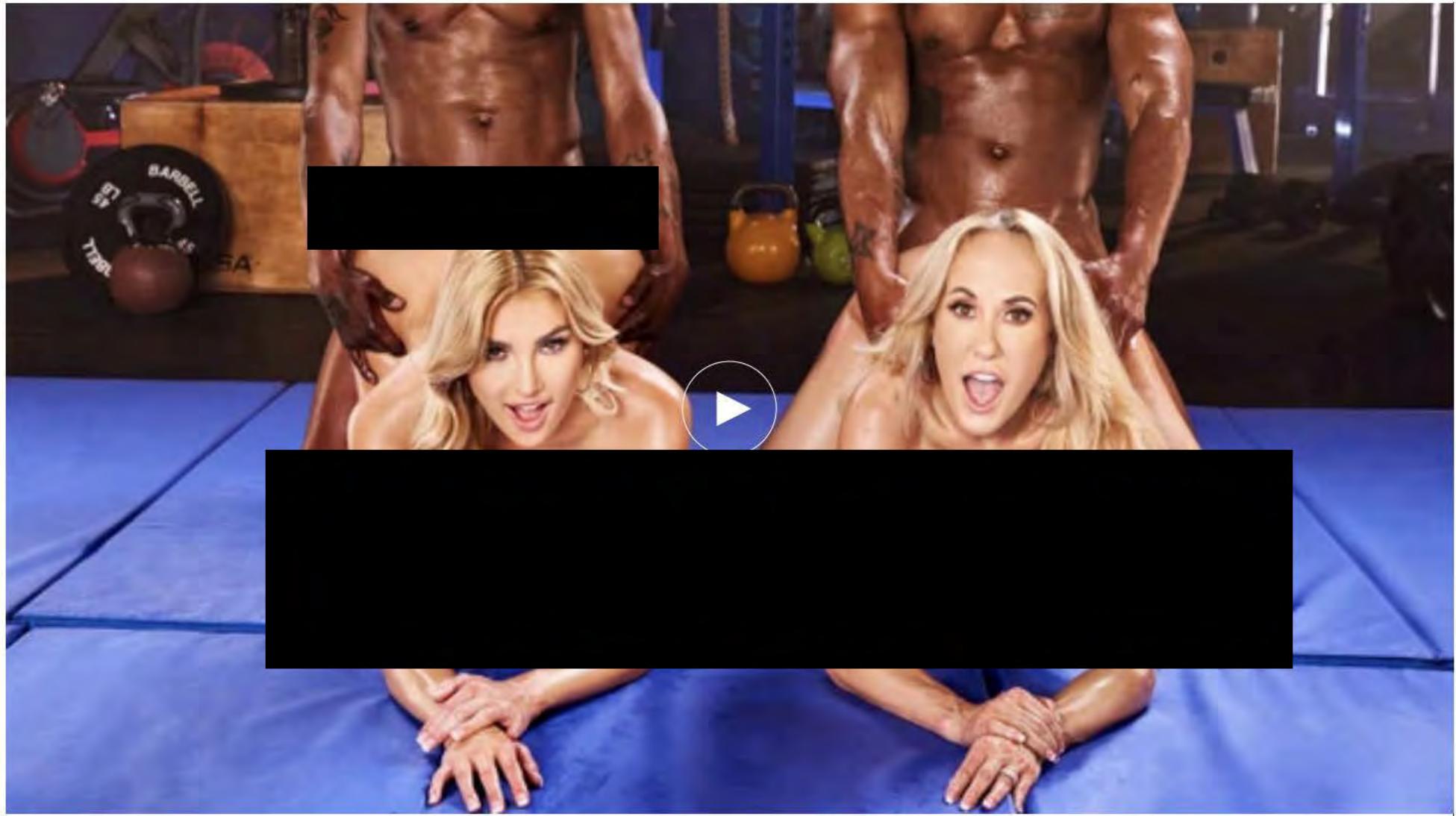
INFO

CATEGORIES

FACIAL, RIMMING, DEEP THROAT, BLONDE, SPOONING, BLOWJOB, REVERSE COWGIRL, DOGGYSTYLE, RIDING, FIRST ANAL, ASS TO MOUTH, EXCLUSIVE, MASTURBATION,

BALL LICKING, BALLOONING, BUDWEISER
Page 301 of 857 _Joint MSJ Appendix

DIRECTED BY: Julia Grandi

**BLACKED****Sweat**

BRANDI LOVE, KENZIE ANNE, RICHARD MANN & MAZEE

NEW**★ RATING 9.1**

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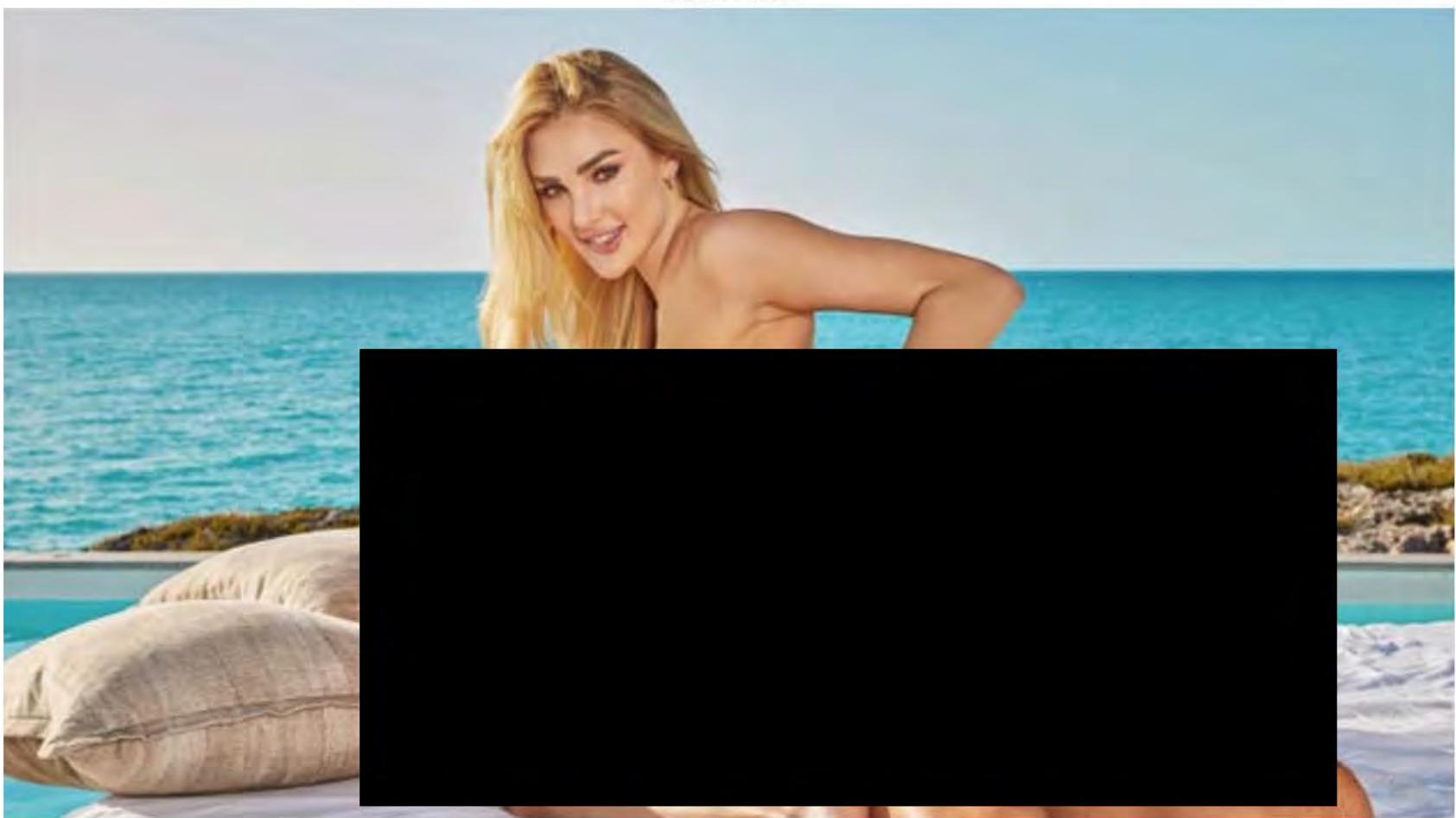
Kenzie Anne

FAVORITE

RATING 8.4

Perfection in female form, Kenzie is a hot, sexy blonde with an unbelievable body and a gaze that would render any man helpless. She really is heaven on earth.

LATEST SCENE



LATEST KENZIE ANNE VIDEOS

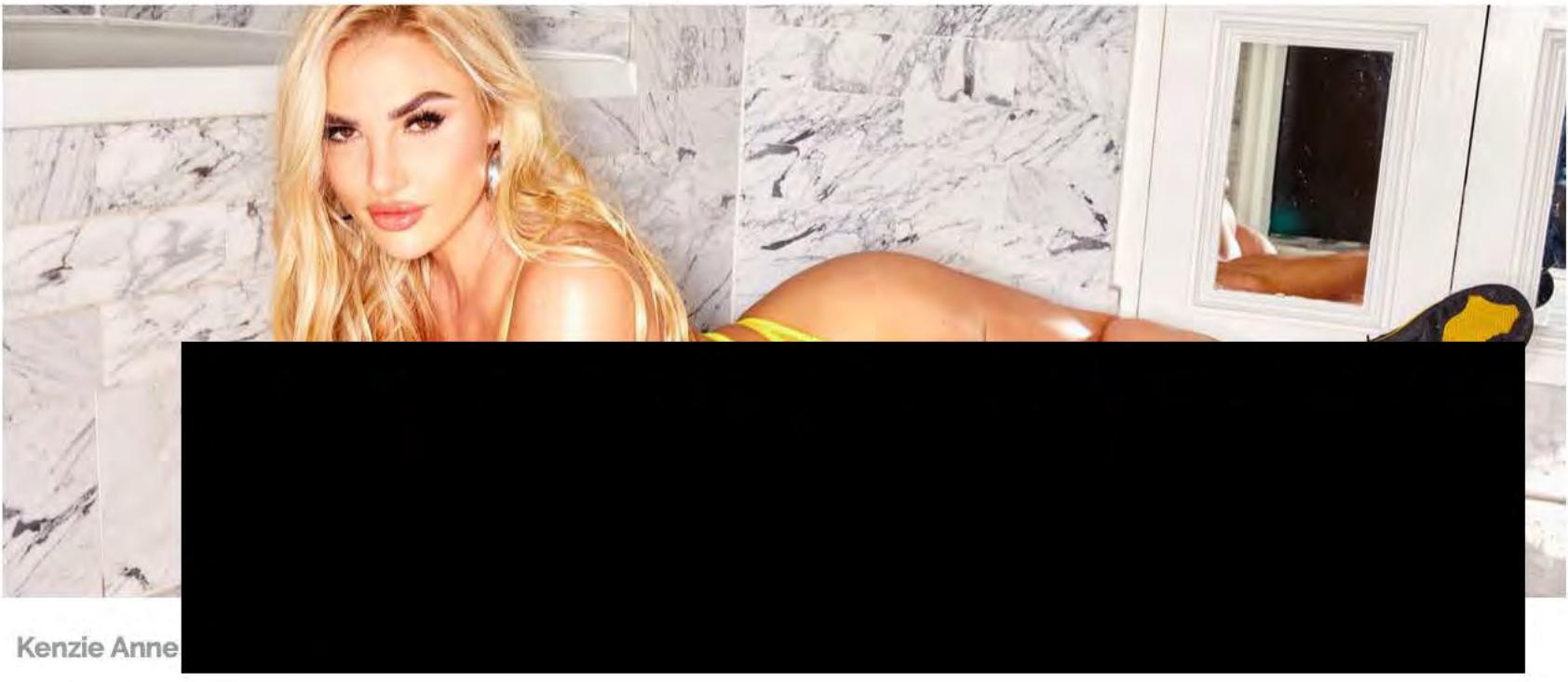
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VIXEN | TUSHY | TUSHYRAW | BLACKED | DEEPER | SLAYED | MILFY

9+

VIXEN PLUS

BLACKED



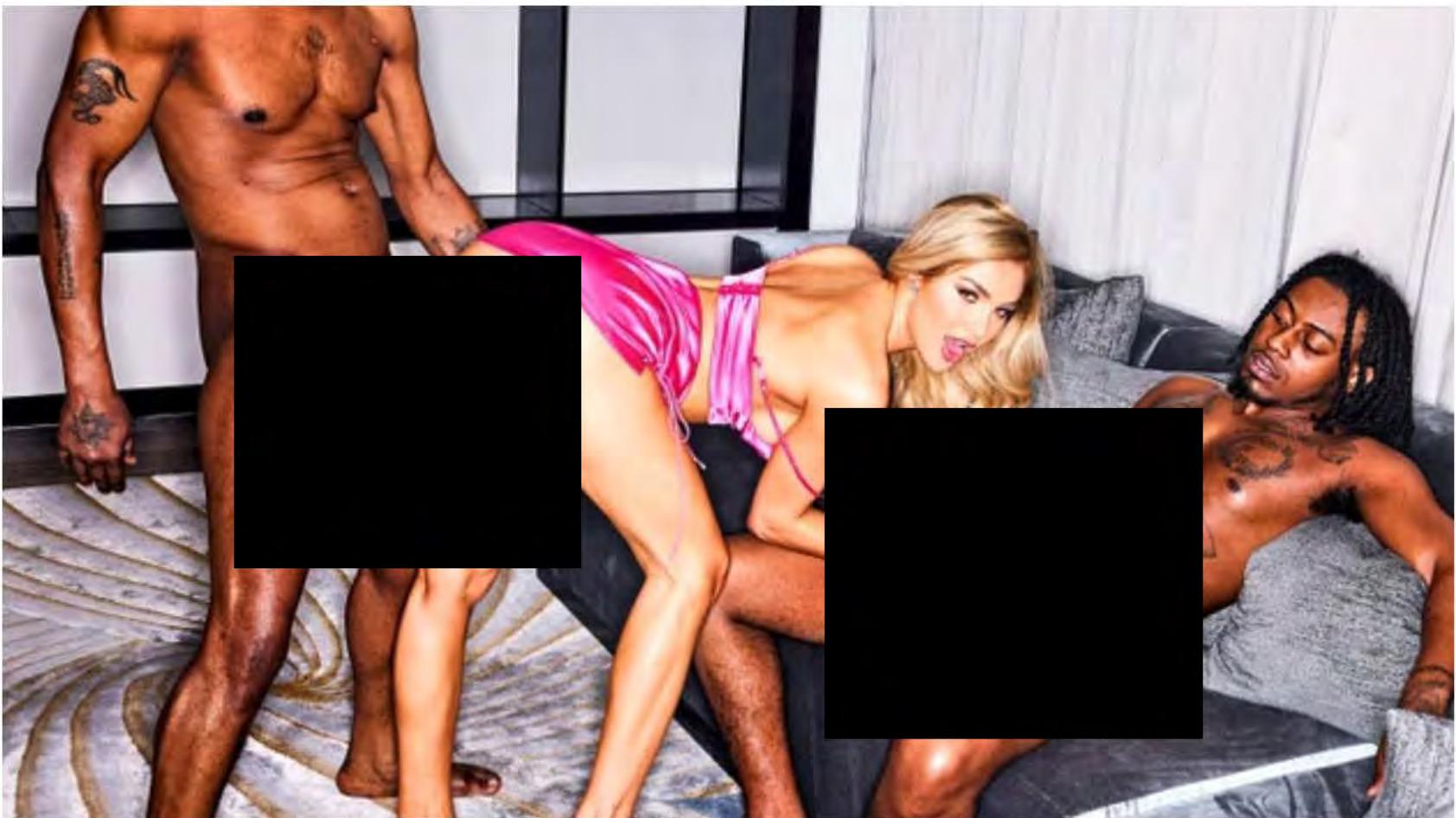
Kenzie Anne

FAVORITE

RATING 8.4

This bubble butted beauty is Kenzie. She has a body that will knock you sideways and when you see her in her element, you will have to agree, she's hard to beat.

LATEST SCENE



LATEST KENZIE ANNE VIDEOS

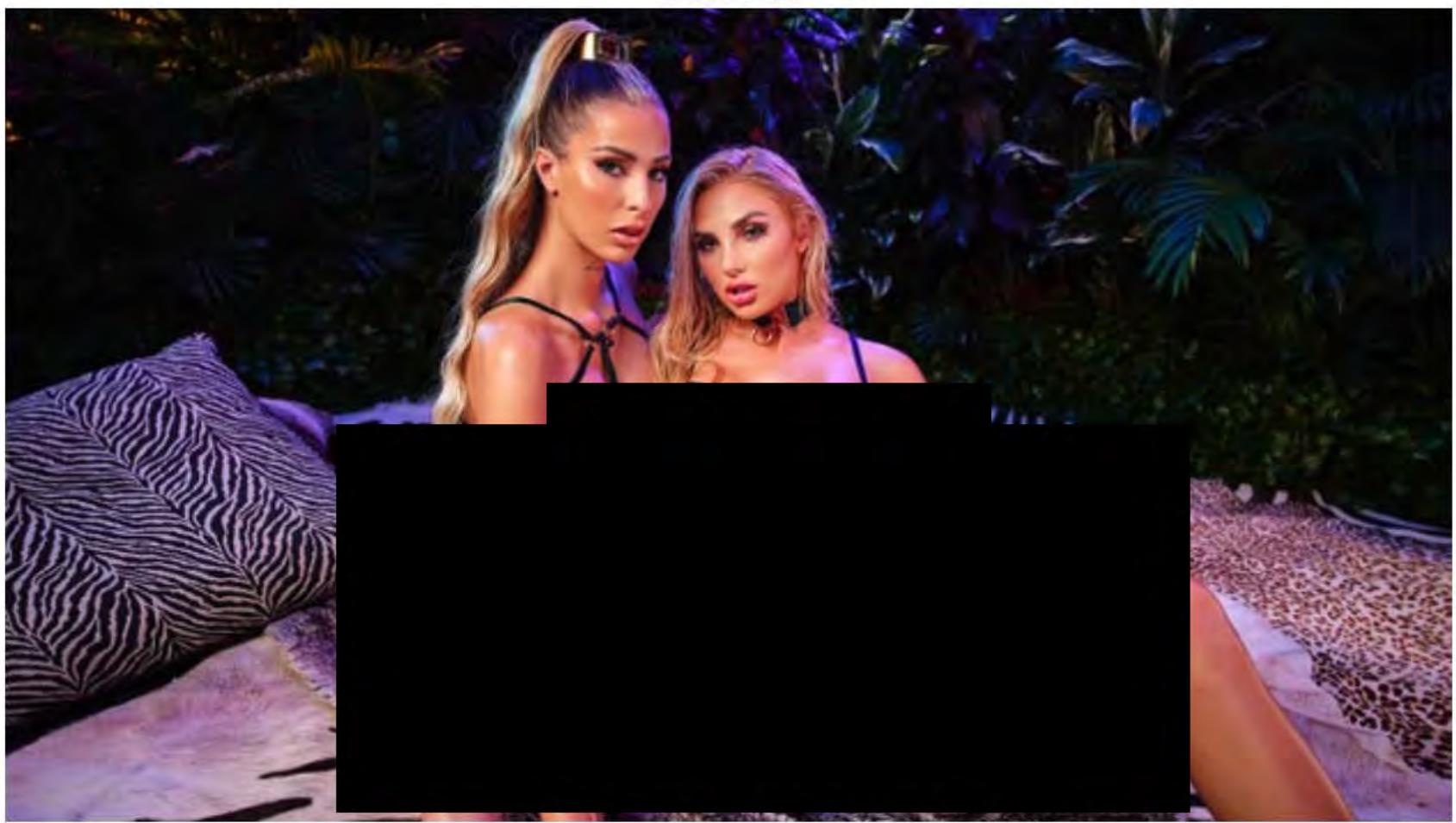


Kenzie Anne

FAVORITE RATING 8.4

Pussy loving blonde Kenzie loves to get up close and personal with another beautiful woman. her connection with a gorgeous girl is apparent for all to see as she takes them to every level of satisfaction.

LATEST SCENE



LATEST KENZIE ANNE VIDEOS

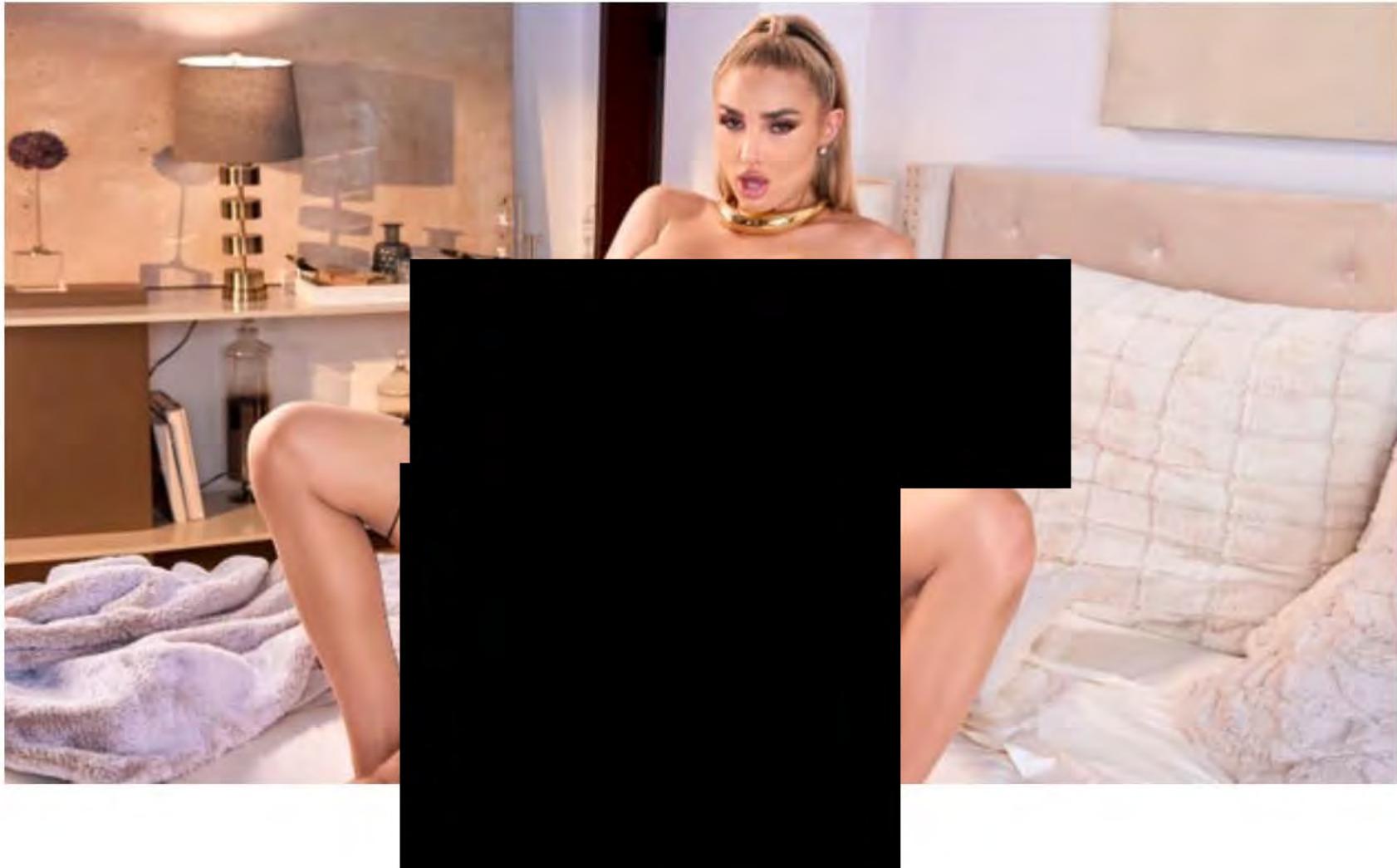


Kenzie Anne

FAVORITE RATING 8.4

Kenzie cannot be described as anything less than beautiful. Her long blonde hair and astounding body is undoubtably one of the most jaw-dropping things you will catch a glimpse of. But if you want more than that, simply visit her here at VIXEN.

LATEST SCENE



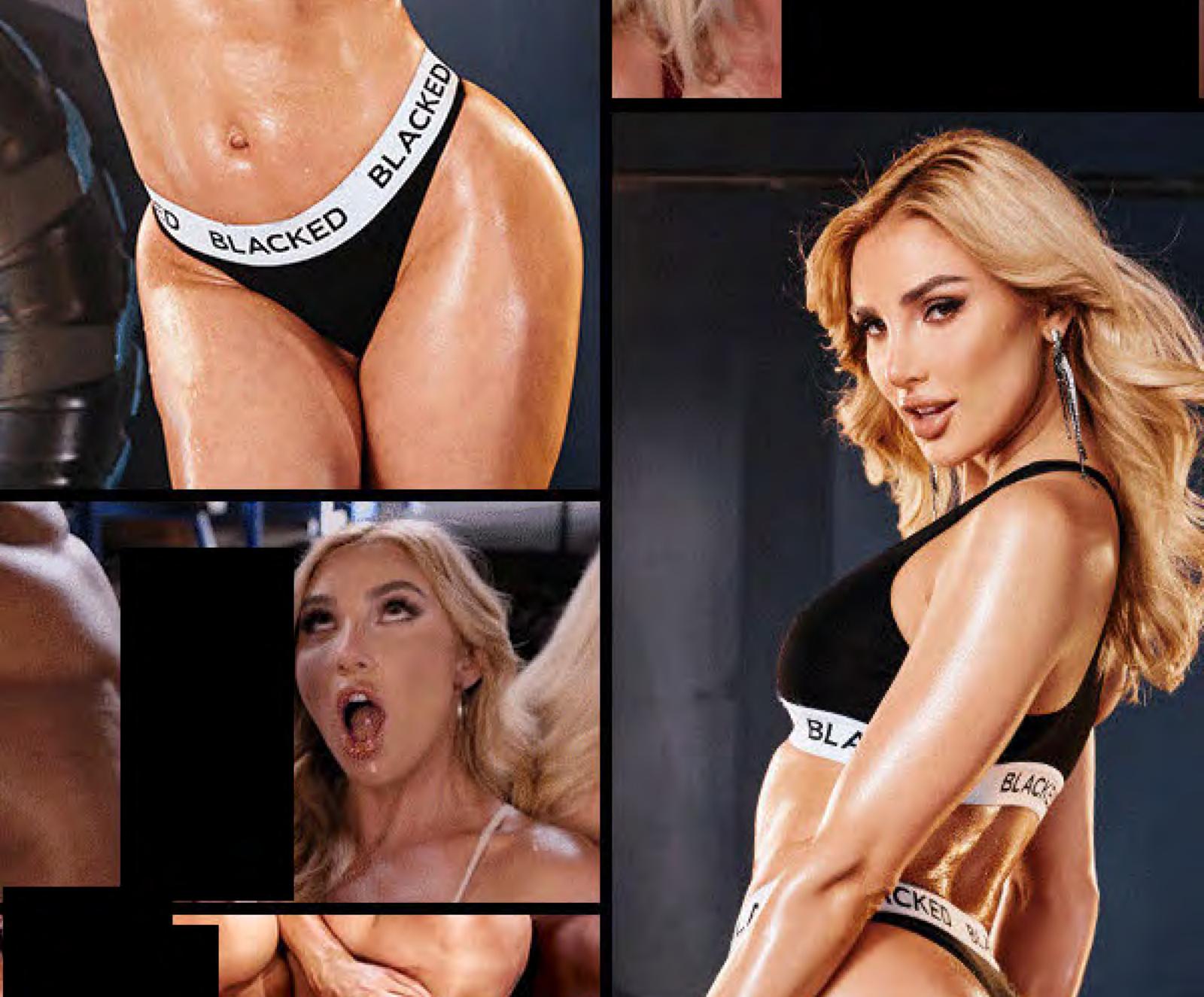
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EXHIBIT 16

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IT'S HAPPENING



BRANDI + KENZIE

OUT NOW

THE BIGGEST COMEBACK OF THE YEAR



THE BEST NEW PERFORMER

WATCH NOW



MORE BRANDI

MORE KENZIE

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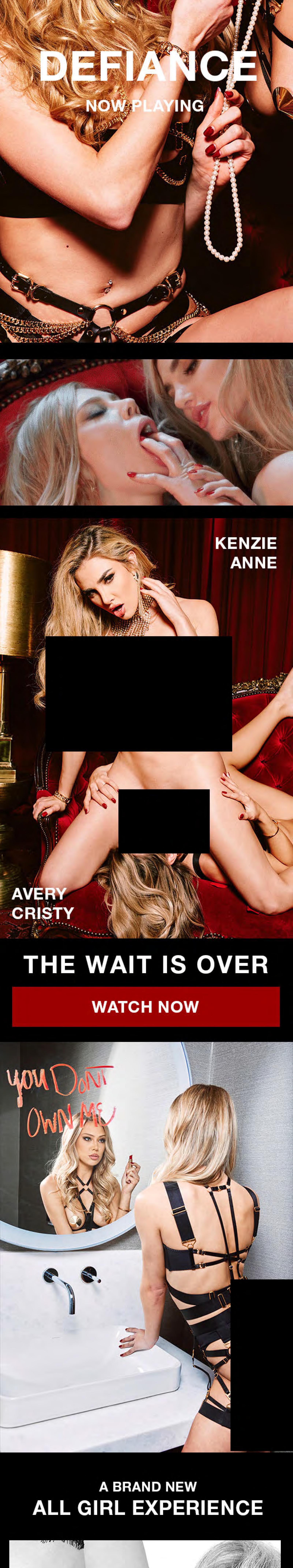
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DEFIANCE

NOW PLAYING

KENZIE ANNE

AVERY CRISTY

KIARA COLE

THE ULTIMATE ALL GIRL EXPERIENCE
AT YOUR FINGERTIPS

GET ACCESS

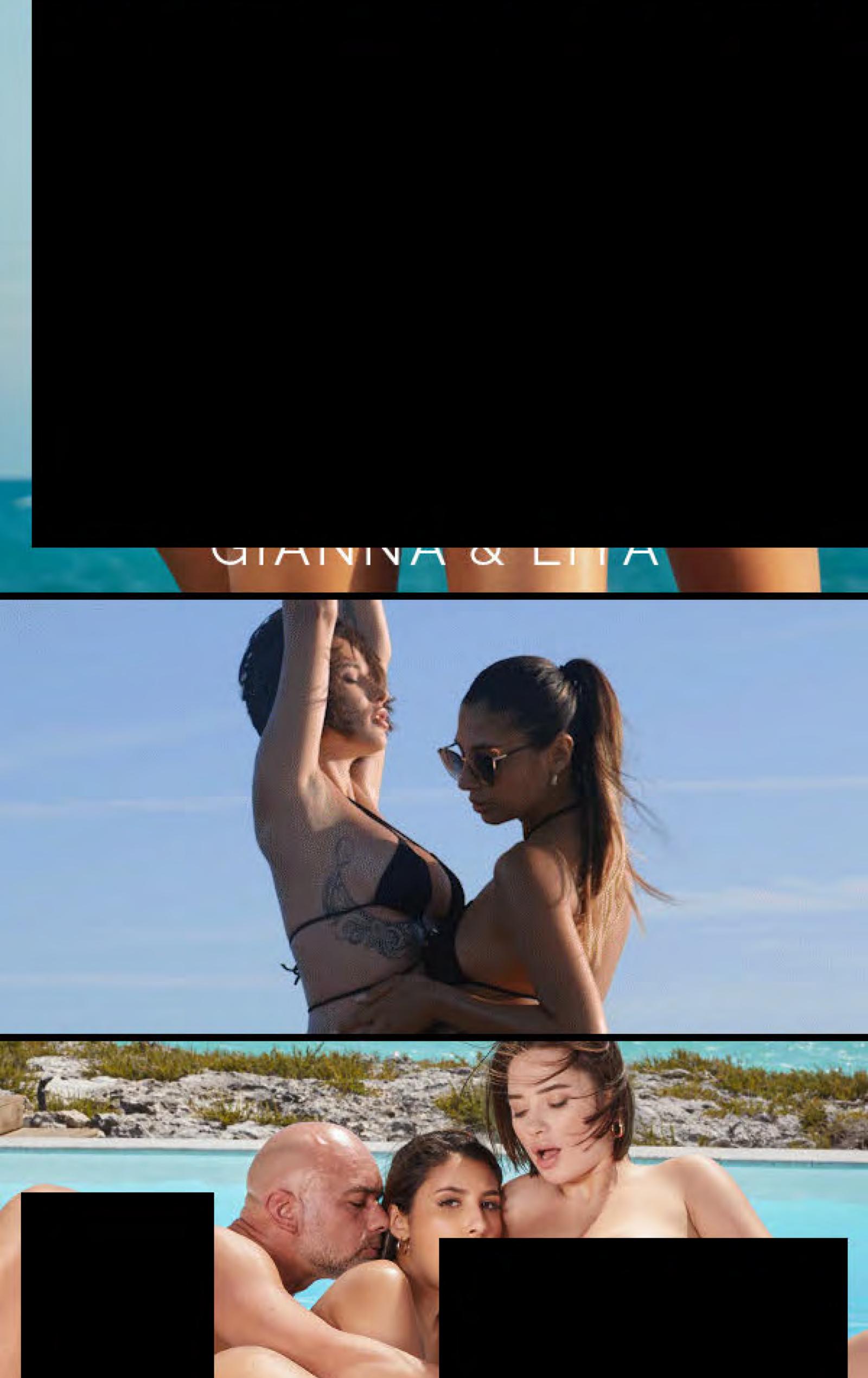
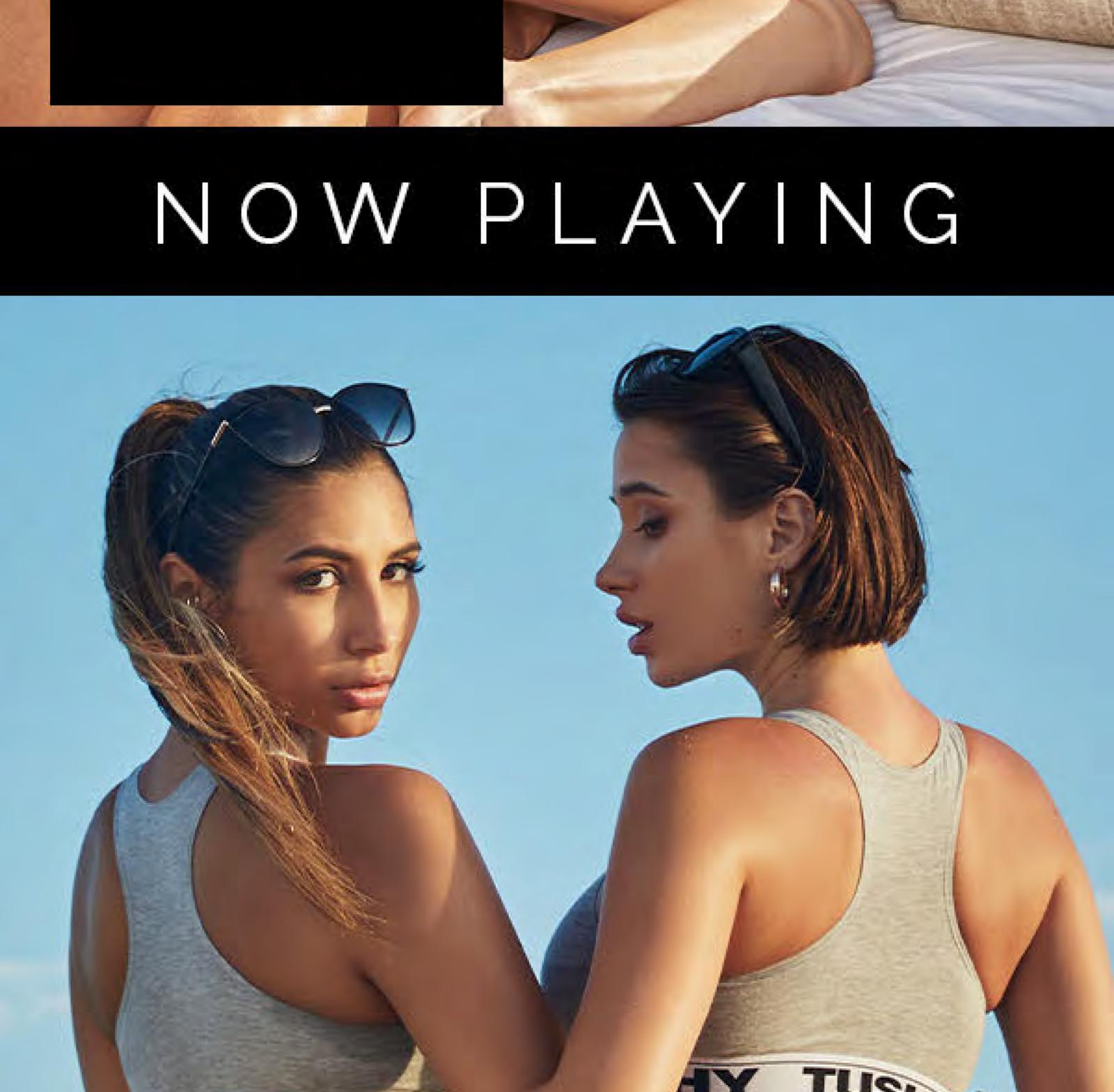
TUSHY



4TH OF JULY SALE

KENZIE'S EXCLUSIVE FIRST TIME

SAVE 70%



Kenzie Anne

FIRST ANAL

NOW PLAYING



GIANINA & LITA



SIA SIBERIA

TUSHY

4TH OF JULY SALE

SAVE 70%

006235

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EXHIBIT 17

Deeper.



GMS-02755 4/22

D1, Release

GENERAL CALL TIME

9:00am

GMS-02755

Exec. Prod. / Dir.:

Kayden Kross

Producer:

Please see below for individual call times.

The dirt road to the location is rugged,
please check with production for
alternative parking & transpo to set.

DAY 1 OF 1
Fri, Apr 22, 2022

86° F / 64

Sunrise 5:47am • Sunset 8:10pm

Crew Call 7:00am

Shooting Call 9:00am

LOCATIONS

SET LOCATION

PARKING

NEAREST HOSPITAL

1

[REDACTED], California 91304,
USA

[REDACTED] Chatsworth, CA 91311, USA

This location is out a rugged dirt road. If your vehicle cannot make it out to the ranch, you will park at the church address above and be shuttled.

[West Hills Hospital and Medical Center ↗](#)

7300 Medical Center Dr, West Hills, CA 91307, USA
(818) 676-4000

SCHEDULE

Day 1 of 1

START	SCENE	DESCRIPTION	D / N	CAST	LOCATION	PAGES	EST (H)
7:00am	i	07:00 VAULT					0m
7:45am	i	07:45 HONEY WAGON					0m

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~~CONFIDENTIAL~~

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8:15am	i	08:15 LOCATION						0m
8:30am	i	08:30 HMU						0m
8:45am	i	08:45 KENZIE ANNE						0m
10:15am	i	10:15 ISIAH MAXWELL						0m
10:30am	i	10:30 STILLS / AUDIO						3h 30m
11:00am	Scene 2	EXT DIRT ROAD The wheel of a vintage classic kicks up dust into camera. The sou...	DAY	4, 3, 2	Sableski Ranch	1/8	30m	
-	Scene 4	EXT DIRT ROAD Wide shot shows the car slow to a stop in front of a random gate ...	DAY	4, 3, 2	Sableski Ranch	1/8	30m	
-	i	12:00 KENNA JAMES						0m
-	Scene 6	EXT DIRT ROAD Super super wide as we watch Isiah jog to catch up with her and t...	DAY	2, 3, 4	Sableski Ranch	1/8	30m	
-	i	ReSet						30m
-	Scene 3	INT CAR Kenzie and Isiah bounce in silence in the back of the cab as the ...	DAY	4, 3, 2	Sableski Ranch	2/8	30m	
-	Scene 5	INT CAR The driver looks back over his shoulder.	DAY	4, 3, 2	Sableski Ranch	6/8	30m	
2:00pm	i	LUNCH						45m

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3:00pm



ReSet

30m

		INT/EXT KENNA'S TENT						
3:30pm	Scene 7	Kenna barely looks up from the book she's reading as the motion a...	DAY	2, 1, 3	Sableski Ranch	1 4/8	30m	
-	Scene 8	INT/EXT KENNA'S TENT BGG to finish.	DAY	2, 3, 1	Sableski Ranch	1/8	2h 0m	
-	Scene 1	INT/EXT KENNA'S TENT	DAY	1	Sableski Ranch	3/8	30m	
						TOTAL	3 3/8	10h 45m

CLIENTS

7 Total Clients

NAME	ROLE	CALL
Basia [REDACTED]	Director of Production	No Call
-	Line Producer	No Call
-	Talent & Production Coordinator	No Call
-	Production Coordinator	No Call
Cassie [REDACTED]	Production Coordinator	No Call
Richie [REDACTED]	Content Manager	No Call
Henry [REDACTED]	Content Coordinator	No Call

TALENT

3 Total Talent

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ID	NAME	ROLE	STATUS	PICKUP	CALL	H/MU
-	-	"Kenzie"	-	-	8:45am	-
-	-	"Kenna"	-	-	12:00pm	-
-	-	"Isiah"	-	-	10:15am	-

DEPARTMENT NOTES

9 Total Department Notes

DEPARTMENT	NOTES
SET DRESSING	Peacock chair, Bell tent, Random gate, Bed, Curtain/tent flap
PROPS	Metal lanterns, Rolled to smoke, Cash, Book, Bowl of rose oil, Two rose quartz ben wa balls
ADDITIONAL LABOR	Long push
SPECIAL EQUIPMENT	Macro
SPECIAL EFFECTS	Smoke
VEHICLES	Vintage classic
POST AUDIO	Sound transition, Slam
COSTUMES	Fur shawl, High nude stockings, Sharply fitted suit
HARDCORE	BGG to finish

CREW

15 Total Crew

NAME	CALL	NAME	CALL
[REDACTED]		[REDACTED]	

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PRODUCTION

MISCELLANEOUS

Kayden Kross 9:00am
Exec. Prod. / Dir.

-
Audio 10:15am

- Producer 7:00am

GRIP DEPARTMENT

- Production Asst. 7:00am

-
G&E Swing 9:00am

Nick [REDACTED] 7:00am
Production Asst.

Joel [REDACTED]
G&E Swing 9:00am

CAMERA DEPARTMENT

Seth [REDACTED] 9:00am
DP

ART DEPARTMENT

- 1st AC 9:00am

Siena [REDACTED]
Art Dept. PA 7:00am

Miko [REDACTED] 9:00am
DIT

Glenn [REDACTED]
H/MU 7:00am

- Still Photographer 10:30am

POST PRODUCTION

Will [REDACTED] 11:00am
BTS Videographer

Stephanie [REDACTED]
Post Prod. Suprv. No Call

ATTACHMENTS

Total Size 64.84 KB

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